

Fill in this information to identify the case:

United States Bankruptcy Court for the Southern District of TexasCase number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Brookfield Square Anchor S, LLC</u>	
<hr/>		
2. All other names debtor used in the last 8 years	<u>N/A</u>	
Include any assumed names, trade names, and <i>doing business as</i> names	<hr/> <hr/> <hr/> <hr/>	
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>N/A</u>	
<hr/>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>2030 Hamilton Place Blvd.</u>	<hr/>
	Number Street	Number Street
	<u>CBL Center, Suite 500</u>	<hr/>
		P.O. Box
	<u>Chattanooga Tennessee 37421</u>	<hr/>
	City State ZIP Code	City State ZIP Code
	<u>Hamilton County</u>	Location of principal assets, if different from principal place of business
	County	<u>95 N. Moorland Road</u>
		Number Street
		<hr/>
		<u>Brookfield Wisconsin 53005</u>
		City State ZIP Code
<hr/>		
5. Debtor's website (URL)	<u>www.cblproperties.com</u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor Brookfield Square Anchor S, LLC
NameCase number (if known) 21- ()**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax- exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5311 – Lessors of Real Estate

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check one:**

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes District _____ When _____ Case number _____
MM/ DD/ YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD/ YYYY

Debtor Brookfield Square Anchor S, LLC
NameCase number (if known) 21- ()**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ YesDebtor See Schedule 1Relationship See Schedule 1District Southern District of TexasWhen See Schedule 1

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

11. Why is the case filed in this district?*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____**Where is the property?**

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact Name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 1,000-5,000☐ 25,001-50,000☐ 50-99☐ 5,001-10,000☐ 50,001-100,000☐ 100-199☐ 10,001-25,000☐ More than 100,000☐ 200-999

Debtor Brookfield Square Anchor S, LLC
NameCase number (if known) 21- ()**15. Estimated assets**

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 18, 2021
MM / DD / YYYY

✕

/s/ Jeffery V. Curry
Signature of authorized representative of debtorJeffery V. Curry
Printed nameChief Legal Officer and Secretary
Title**18. Signature of attorney**

✕

/s/ Alfredo R. Pérez
Signature of attorney for debtorDate October 18, 2021
MM / DD / YYYYAlfredo R. Pérez
Printed NameRay C. Schrock, P.C.Weil, Gotshal & Manges LLP
Firm NameWeil, Gotshal & Manges LLP700 Louisiana, Suite 1700
Address767 Fifth AvenueHouston, Texas 77002
City/State/ZipNew York, New York 10153(713) 546-5000
Contact Phone(212) 310-8000alfredo.perez@weil.com
Email Addressray.schrock@weil.com15776275 Texas
Bar Number State

Schedule 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On October 18, 2021, the affiliated entity listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. A motion will be filed with the Court requesting that the chapter 11 cases of this debtor and the affiliated entities identified below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure with the Initial Debtors Cases (as hereinafter defined).

COMPANY	CASE NUMBER
Brookfield Square Anchor S, LLC	21-_____ ()

On November 13, 2020, the affiliated entity listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Supplemental Debtor Case has been consolidated for procedural purposes only and is being jointly administered under **CBL & Associates Properties, Inc. Case No. 20-35226 (DRJ)**.

COMPANY	CASE NUMBER
CBL/Regency I, LLC	20-35560 (DRJ)

Beginning on November 1, 2020, each of the affiliated entities listed below (collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the “**Initial Debtors Cases**”). The Initial Debtors Cases have been consolidated for procedural purposes only and are being jointly administered under **CBL & Associates Properties, Inc. Case No. 20-35226 (DRJ)**.

COMPANY	CASE NUMBER
CBL/Sunrise Commons, L.P.	20-35225 (DRJ)
CBL & Associates Properties, Inc.	20-35226 (DRJ)
CBL Holdings I, Inc.	20-35227 (DRJ)
CBL Holdings II, Inc.	20-35228 (DRJ)
CBL & Associates Limited Partnership	20-35229 (DRJ)
CBL & Associates Management, Inc.	20-35230 (DRJ)
Akron Mall Land, LLC	20-35267 (DRJ)
Alamance Crossing II, LLC	20-35268 (DRJ)
Alamance Crossing, LLC	20-35269 (DRJ)
APWM, LLC	20-35270 (DRJ)
Arbor Place Limited Partnership	20-35231 (DRJ)

COMPANY	CASE NUMBER
Asheville, LLC	20-35271 (DRJ)
Brookfield Square Joint Venture	20-35272 (DRJ)
Brookfield Square Parcel, LLC	20-35273 (DRJ)
CBL Eagle Point Member, LLC	20-35274 (DRJ)
CBL HP Hotel Member, LLC	20-35275 (DRJ)
CBL RM-Waco, LLC	20-35232 (DRJ)
CBL SM-Brownsville, LLC	20-35233 (DRJ)
CBL Statesboro Member, LLC	20-35276 (DRJ)
CBL Walden Park, LLC	20-35277 (DRJ)
CBL/Brookfield I, LLC	20-35278 (DRJ)
CBL/Brookfield II, LLC	20-35279 (DRJ)
CBL/Cherryvale I, LLC	20-35282 (DRJ)
CBL/Citadel I, LLC	20-35283 (DRJ)
CBL/Citadel II, LLC	20-35284 (DRJ)
CBL/EastGate I, LLC	20-35285 (DRJ)
CBL/EastGate II, LLC	20-35286 (DRJ)
CBL/EastGate Mall, LLC	20-35287 (DRJ)
CBL/Fayette I, LLC	20-35288 (DRJ)
CBL/Fayette II, LLC	20-35295 (DRJ)
CBL/GP Cary, Inc.	20-35296 (DRJ)
CBL/GP II, Inc.	20-35307 (DRJ)
CBL/GP V, Inc.	20-35309 (DRJ)
CBL/GP VI, Inc.	20-35311 (DRJ)
CBL/GP, Inc.	20-35314 (DRJ)
CBL/Gulf Coast, LLC	20-35316 (DRJ)
CBL/Imperial Valley GP, LLC	20-35234 (DRJ)
CBL/J I, LLC	20-35318 (DRJ)
CBL/J II, LLC	20-35320 (DRJ)
CBL/Kirkwood Mall, LLC	20-35235 (DRJ)
CBL/Madison I, LLC	20-35236 (DRJ)
CBL/Monroeville Expansion I, LLC	20-35321 (DRJ)
CBL/Monroeville Expansion II, LLC	20-35324 (DRJ)
CBL/Monroeville Expansion III, LLC	20-35326 (DRJ)
CBL/Monroeville Expansion Partner, L.P.	20-35280 (DRJ)
CBL/Monroeville Expansion, L.P.	20-35289 (DRJ)
CBL/Monroeville I, LLC	20-35291 (DRJ)
CBL/Monroeville II, LLC	20-35292 (DRJ)
CBL/Monroeville III, LLC	20-35293 (DRJ)

COMPANY	CASE NUMBER
CBL/Monroeville Partner, L.P.	20-35298 (DRJ)
CBL/Monroeville, L.P.	20-35299 (DRJ)
CBL/Nashua Limited Partnership	20-35300 (DRJ)
CBL/Old Hickory I, LLC	20-35301 (DRJ)
CBL/Old Hickory II, LLC	20-35302 (DRJ)
CBL/Parkdale Crossing GP, LLC	20-35303 (DRJ)
CBL/Parkdale Crossing, L.P.	20-35304 (DRJ)
CBL/Parkdale Mall GP, LLC	20-35305 (DRJ)
CBL/Parkdale, LLC	20-35306 (DRJ)
CBL/Penn Investments, LLC	20-35310 (DRJ)
CBL/Richland G.P., LLC	20-35237 (DRJ)
CBL/Sunrise Commons GP, LLC	20-35312 (DRJ)
CBL/Sunrise GP, LLC	20-35238 (DRJ)
CBL/Sunrise Land, LLC	20-35313 (DRJ)
CBL/Sunrise XS Land, L.P.	20-35315 (DRJ)
CBL/Westmoreland I, LLC	20-35239 (DRJ)
CBL/Westmoreland II, LLC	20-35240 (DRJ)
CBL/Westmoreland, L.P.	20-35241 (DRJ)
CBL-840 GC, LLC	20-35317 (DRJ)
Charleston Joint Venture	20-35319 (DRJ)
Cherryvale Mall, LLC	20-35242 (DRJ)
Coolsprings Crossing Limited Partnership	20-35322 (DRJ)
Cross Creek Anchor S GP, LLC	20-35323 (DRJ)
Cross Creek Anchor S, LP	20-35325 (DRJ)
CW Joint Venture, LLC	20-35243 (DRJ)
Dakota Square Mall CMBS, LLC	20-35328 (DRJ)
Development Options, Inc.	20-35330 (DRJ)
D'Iberville CBL Land, LLC	20-35327 (DRJ)
Dunite Acquisitions, LLC	20-35333 (DRJ)
East Towne Parcel I, LLC	20-35335 (DRJ)
EastGate Anchor S, LLC	20-35336 (DRJ)
EastGate Company	20-35339 (DRJ)
Eastland Anchor M, LLC	20-35341 (DRJ)
Eastland Holding I, LLC	20-35343 (DRJ)
Eastland Holding II, LLC	20-35345 (DRJ)
Eastland Mall, LLC	20-35347 (DRJ)
Eastland Member, LLC	20-35348 (DRJ)
Fayette Middle Anchor, LLC	20-35350 (DRJ)

COMPANY	CASE NUMBER
Fayette Plaza CMBS, LLC	20-35334 (DRJ)
Frontier Mall Associates Limited Partnership	20-35244 (DRJ)
GCTC Peripheral IV, LLC	20-35337 (DRJ)
Gunbarrel Commons, LLC	20-35338 (DRJ)
Hamilton Place Anchor S, LLC	20-35342 (DRJ)
Hammock Landing/West Melbourne, LLC	20-35344 (DRJ)
Hanes Mall Parcels, LLC	20-35346 (DRJ)
Harford Mall Business Trust	20-35349 (DRJ)
Henderson Square Limited Partnership	20-35351 (DRJ)
Hickory Point Outparcels, LLC	20-35352 (DRJ)
Hixson Mall, LLC	20-35245 (DRJ)
Imperial Valley Commons, L.P.	20-35357 (DRJ)
Imperial Valley Mall GP, LLC	20-35246 (DRJ)
Imperial Valley Mall II, L.P.	20-35247 (DRJ)
Imperial Valley Mall, L.P.	20-35248 (DRJ)
Imperial Valley Peripheral L.P.	20-35358 (DRJ)
IV Commons, LLC	20-35361 (DRJ)
IV Outparcels, LLC	20-35364 (DRJ)
Jefferson Anchor M, LLC	20-35367 (DRJ)
Jefferson Anchor S, LLC	20-35369 (DRJ)
Jefferson Mall Company II, LLC	20-35359 (DRJ)
JG Gulf Coast Town Center LLC	20-35360 (DRJ)
JG Winston-Salem, LLC	20-35249 (DRJ)
Kirkwood Mall Acquisition LLC	20-35251 (DRJ)
Kirkwood Mall Mezz LLC	20-35250 (DRJ)
Laurel Park Retail Holding LLC	20-35362 (DRJ)
Laurel Park Retail Properties LLC	20-35363 (DRJ)
Layton Hills Mall CMBS, LLC	20-35252 (DRJ)
Lexington Joint Venture	20-35365 (DRJ)
LHM-Utah, LLC	20-35370 (DRJ)
Madison Joint Venture, LLC	20-35254 (DRJ)
Madison/East Towne, LLC	20-35256 (DRJ)
Madison/West Towne, LLC	20-35257 (DRJ)
Mall del Norte, LLC	20-35258 (DRJ)
Mayfaire GP, LLC	20-35253 (DRJ)
Mayfaire Town Center, LP	20-35255 (DRJ)
MDN/Laredo GP, LLC	20-35259 (DRJ)

COMPANY	CASE NUMBER
Meridian Mall Limited Partnership	20-35373 (DRJ)
Mid Rivers Land LLC	20-35374 (DRJ)
Mid Rivers Mall CMBS, LLC	20-35375 (DRJ)
Monroeville Anchor Limited Partnership	20-35376 (DRJ)
Montgomery Partners, L.P.	20-35378 (DRJ)
Mortgage Holdings, LLC	20-35261 (DRJ)
Multi-GP Holdings, LLC	20-35265 (DRJ)
North Charleston Joint Venture II, LLC	20-35379 (DRJ)
Northgate SAC, LLC	20-35382 (DRJ)
Northpark Mall/Joplin, LLC	20-35384 (DRJ)
Old Hickory Mall Venture	20-35387 (DRJ)
Old Hickory Mall Venture II, LLC	20-35388 (DRJ)
Parkdale Anchor M, LLC	20-35389 (DRJ)
Parkdale Crossing Limited Partnership	20-35390 (DRJ)
Parkdale Mall Associates, L.P.	20-35391 (DRJ)
Parkdale Mall, LLC	20-35394 (DRJ)
Parkway Place Limited Partnership	20-35395 (DRJ)
Parkway Place SPE, LLC	20-35398 (DRJ)
Pearland Ground, LLC	20-35266 (DRJ)
Pearland Town Center GP, LLC	20-35264 (DRJ)
Pearland Town Center Limited Partnership	20-35260 (DRJ)
Pearland-OP Parcel 8, LLC	20-35401 (DRJ)
POM-College Station, LLC	20-35262 (DRJ)
Port Orange Holdings II, LLC	20-35404 (DRJ)
Seacoast Shopping Center Limited Partnership	20-35408 (DRJ)
Shoppes at St. Clair CMBS, LLC	20-35396 (DRJ)
South County Shoppingtown LLC	20-35400 (DRJ)
Southaven Town Center, LLC	20-35402 (DRJ)
Southaven Towne Center II, LLC	20-35406 (DRJ)
Southpark Mall, LLC	20-35413 (DRJ)
Southpark Mall-DSG, LLC	20-35416 (DRJ)
St. Clair Square GP I, LLC	20-35417 (DRJ)
St. Clair Square Limited Partnership	20-35419 (DRJ)
St. Clair Square SPE, LLC	20-35421 (DRJ)
Stroud Mall, LLC	20-35405 (DRJ)
Tenn-GP Holdings, LLC	20-35410 (DRJ)
The Courtyard at Hickory Hollow Limited Partnership	20-35415 (DRJ)

COMPANY	CASE NUMBER
The Landing at Arbor Place II, LLC	20-35418 (DRJ)
The Pavilion at Port Orange, LLC	20-35420 (DRJ)
TN-Land Parcels, LLC	20-35422 (DRJ)
Turtle Creek Limited Partnership	20-35263 (DRJ)
TX-Land Parcels, LLC	20-35423 (DRJ)
Valley View Mall SPE, LLC	20-35424 (DRJ)
Volusia Mall GP, Inc.	20-35426 (DRJ)
Volusia Mall Limited Partnership	20-35427 (DRJ)
Volusia SAC, LLC	20-35397 (DRJ)
Volusia-OP Peripheral, LLC	20-35399 (DRJ)
West Towne District, LLC	20-35403 (DRJ)
Westgate Crossing Limited Partnership	20-35407 (DRJ)
WestGate Mall II, LLC	20-35409 (DRJ)
WestGate Mall Limited Partnership	20-35411 (DRJ)
WI-Land Parcels, LLC	20-35412 (DRJ)
York Galleria Limited Partnership	20-35414 (DRJ)

ACTION BY
WRITTEN CONSENT OF
BOARD OF DIRECTORS OF
CBL & ASSOCIATES PROPERTIES, INC.
October 11, 2021

The undersigned, being all the directors of CBL & Associates Properties, Inc., (the "Corporation"), do hereby consent to, adopt and approve, by written consent in accordance with applicable law and the relevant provisions of the governing documents of the Corporation, the following resolutions and each and every action effected thereby:

WHEREAS, Brookfield Square Anchor S, LLC (sometimes referred to herein as "Brookfield Anchor S" and sometimes referred to herein as the "Entity"), is a Wisconsin limited liability company that is wholly-owned by CBL & Associates Limited Partnership, a Delaware limited partnership ("Operating Partnership");

WHEREAS, the Corporation's wholly-owned subsidiary, CBL Holdings I, Inc., a Delaware corporation (the "Subsidiary"), is the sole general partner of the Operating Partnership;

WHEREAS, on November 1, 2020, the Corporation, the Operating Partnership and certain of their affiliates filed petitions with the Bankruptcy Court (as defined below) seeking relief under the provisions of the Bankruptcy Code (as defined below);

WHEREAS, the Board of Directors of the Corporation has had the opportunity to consult with the management and the legal and financial advisors of Brookfield Anchor S to fully consider, and has considered, the strategic alternatives available to it; and

WHEREAS, the Board of Directors of the Corporation believes that taking the actions set forth below are in the best interests of Brookfield Anchor S and, therefore, desires to approve the following resolutions.

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors, after due consultation with the management and the legal and financial advisors of Brookfield Anchor S, hereby authorizes the Operating Partnership to consent to a petition to be filed by Brookfield Anchor S and to file such petition on behalf of Brookfield Anchor S seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), which petition may be filed in connection with and as a part

of the Bankruptcy filing of the Corporation (and certain of its subsidiaries, collectively, the "CBL Bankruptcy"), being Case No. 20-35226 in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"); and be it further

RESOLVED, that Charles B. Lebovitz, Stephen D. Lebovitz, Michael I. Lebovitz, Farzana Khaleel, Jeffery V. Curry and Katie Reinsmidt (with respect to the Entity, each such person, an "Authorized Person"), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, to negotiate, execute, deliver and file with the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court"), in the name and on behalf of the Entity, and under its corporate seal or otherwise, all plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders and other documents (collectively, the "Chapter 11 Filings") (with such changes therein and additions thereto as any such Authorized Person may deem necessary, appropriate or advisable, the execution and delivery of any of the Chapter 11 Filings by any such Authorized Person with any changes thereto to be conclusive evidence that any such Authorized Person deemed such changes to meet such standard); and be it further

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of the Entity, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with the Entity's chapter 11 case (collectively, the "Chapter 11 Case") or the Chapter 11 Filings, including, without limitation, (i) the payment of fees, expenses and taxes such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Case with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

II. Retention of Advisors

RESOLVED, that, in connection with the Chapter 11 Case, any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of the Entity, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, on behalf of the Entity, that such Authorized Person deems necessary, appropriate or advisable in connection with, or in

furtherance of, the Chapter 11 Case, with a view to the successful prosecution of the Chapter 11 Case (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, New York 10153, is hereby retained as attorneys for the Entity in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Moelis & Company, located at 399 Park Avenue, 5th Floor, New York, NY 10022, is hereby retained as investment banker for the Entity in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Berkeley Research Group, LLC, located at 99 High Street, 27th Floor, Boston, MA 02110, is hereby retained as financial advisor for the Entity in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that the firm of Epiq Corporate Restructuring, LLC, located at 777 Third Avenue, 12th Floor, New York, New York 10017, is hereby retained as claims agent for the Entity in the Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of the Entity, to take and perform any and all further acts and deeds, including, without limitation, (i) the payment of any consideration, (ii) the payment of fees, expenses and taxes such Authorized Person deems necessary, appropriate, or desirable, and (iii) negotiating, executing, delivering, performing and filing any and all documents, motions, pleadings, applications, declarations, affidavits, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with the engagement of professionals contemplated by the foregoing resolutions (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

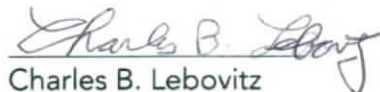
III. General Authority and Ratification

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered and directed, with full power of delegation, in the name and on behalf of the Entity, to take and perform any and all further acts or deeds, including, but not limited to, (i) the negotiation of such additional agreements, amendments, modifications, supplements, reports, documents,

instruments, applications, notes or certificates that may be required, (ii) the execution, delivery, performance under and filing (if applicable) of any of the foregoing, and (iii) the payment of all fees, consent payments, taxes and other expenses as any such Authorized Person, in his or her sole discretion, may approve or deem necessary, appropriate or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such Authorized Person deemed the same to meet such standard; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Person in the name and on behalf of the Entity in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved in all respects as the acts and deeds of the Entity.

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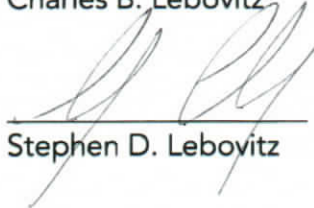
John D. Griffith

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Fill in this information to identify the case:

Debtor name: Brookfield Square Anchor S, LLC
 United States Bankruptcy Court for the Southern District of Texas
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.¹

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Husch Blackwell LLP Attn: Ron Feldman P.O. Box 790379 St. Louis, Missouri 63179	Attn.: Ron Feldman Phone: (423) 266-5500 Email: remit@huschblackwell.com	Professional Services				\$4,039.90
2	Midwest Landscaping Company Attn: Bridgette Bender W297S9115 State Rd 83 Mukwonago, Wisconsin 53149	Attn: Bridgette Bender Phone: (262) 363-3970 Email: midwestlandscape@centurytel.net	Trade Payable				\$2,332.87
3	DJ's Lawn Sprinklers Attn: Molly Poulick W180 S7732 Pioneer Drive Muskego, Wisconsin 53150	Attn: Molly Poulick Phone: (414) 546-6456 Email: molly@djlawnsprinklers.com	Trade Payable				\$2,300.00
4	City of Brookfield-Utilities Attn: Customer Service 2000 N. Calhoun Road Brookfield, Wisconsin 53005	City of Brookfield-Utilities Attn: Customer Service Phone: (262) 782-9650 Facsimile: (262) 796-6671 Email: cityhall@brookfield.wi.us	Utility				\$819.39
5	Waste Mgmt. of Mich-Harrison Attn: Customer Service P.O. Box 4648 Carol Stream, Illinois 60197-4648	Attn: Customer Service Phone: (517) 539-9626 Email: WMEservice@wm.com	Trade Payable				\$335.54
6	We Energies Attn: Customer Service P.O. Box 90001 Milwaukee, Wisconsin 53290-0001	We Energies Attn: Customer Service Phone: (800) 714-7777 Email: businesscenterlbc@we-energies.com	Utility				\$274.98
7	City of Brookfield Attn: Customer Service 2000 N. Calhoun Road Brookfield, Wisconsin 53005	Attn: Customer Service Phone: (262) 796-6695 Facsimile: (262) 796-6671 Email: cityhall@brookfield.wi.us	Trade Payable				\$230.00

¹ The following is a list of creditors holding unsecured claims against the above-captioned debtor. The list reflects amounts from the Debtor's books and records as of October 18, 2021.

Debtor Brookfield Square Anchor S, LLC
NameCase number (if known) 21-____ ()

Name of creditor and complete mailing address, including zip code		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
8	N/A						
9	N/A						
10	N/A						
11	N/A						
12	N/A						
13	N/A						
14	N/A						
15	N/A						
16	N/A						
17	N/A						
18	N/A						
19	N/A						
20	N/A						

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re</p> <p>BROOKFIELD SQUARE ANCHOR S, LLC,</p> <p style="text-align: center;">Debtor.</p>	§ § § § § § § § § §	<p>Chapter 11</p> <p>Case No. 21– _____ ()</p>
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**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007 AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CBL & Associates Limited Partnership (the “**Operating Partnership**”) and its debtor and non-debtor subsidiaries¹. Pursuant to Rule 1007(a)(3) of the Bankruptcy Rules, the organizational chart identifies all holders having an equity interest in the above-captioned debtor in possession.

As set forth on Exhibit A, CBL & Associates Properties, Inc. (the “**REIT**”) owns 100% of the outstanding equity interests of CBL Holdings I, Inc. (“**Holdings I**”) and CBL Holdings II, Inc. (“**Holdings II**”).

Holdings I and Holdings II own approximately 1% and 96%, respectively, of the outstanding common units of the Operating Partnership. The remaining approximately 3% of the outstanding common units, including three (3) series of special common units, issued by the Operating Partnership are held by various third parties.²

¹ Exhibit A does not reflect any inactive subsidiaries of CBL & Associates Properties, Inc.

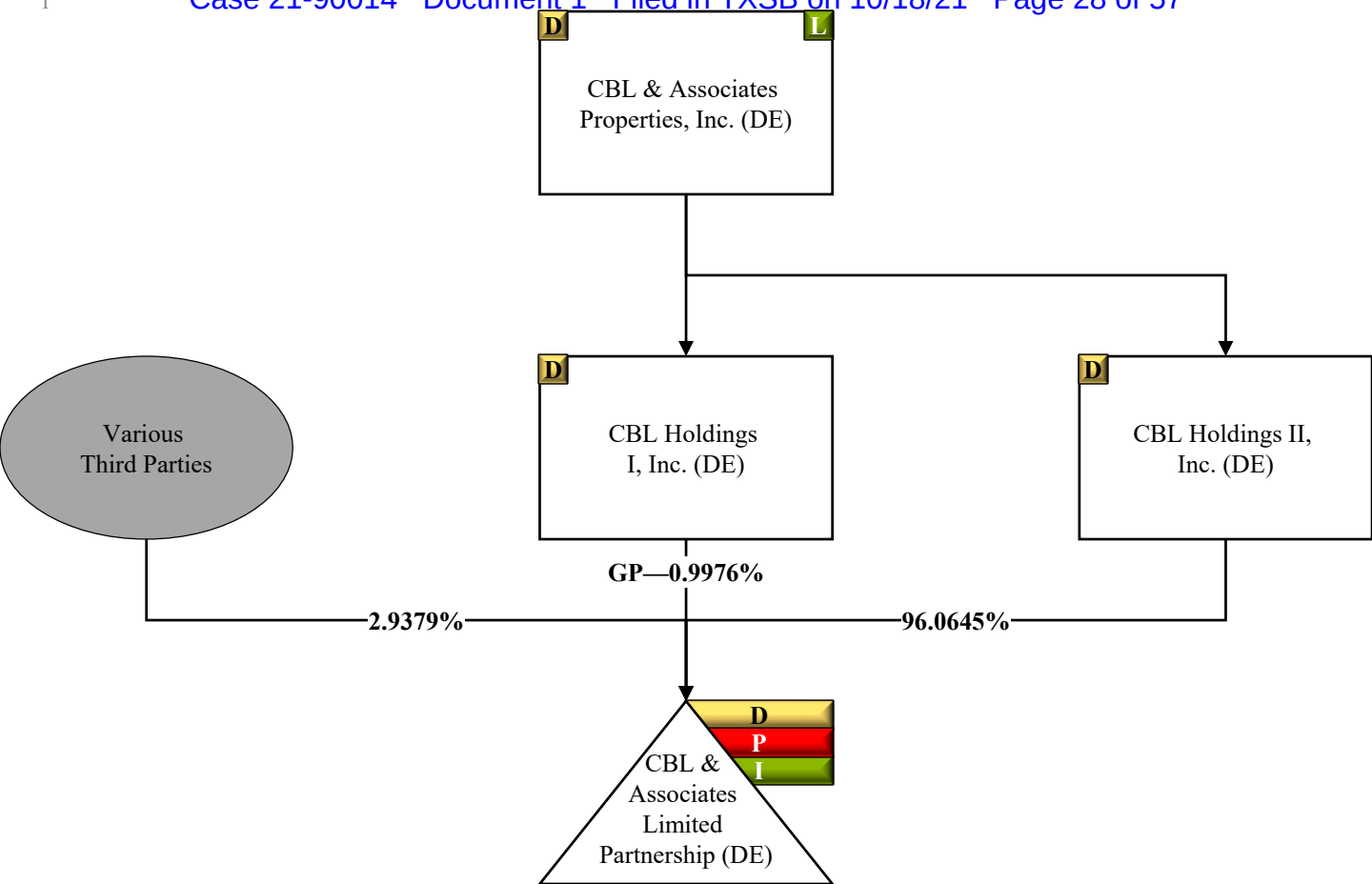
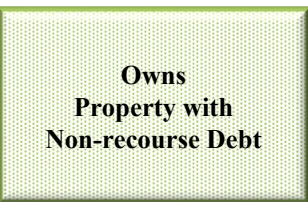
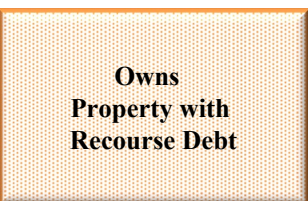
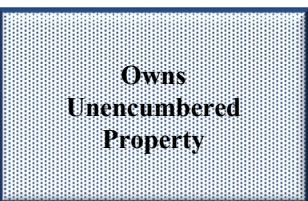
² The Series S special common units are held by entities involved in the Monroeville Mall acquisition (0.77%). The Series L special common units are held by one entity involved in the Laurel Park Mall acquisition (0.28%). The Series K special common units are held by entities that were involved in the acquisition of the Copaken Portfolio (0.43%).

Holdings II owns 100% of the preferred units issued by the Operating Partnership.

Except as set forth in the following sentence, the Operating Partnership owns, either directly or indirectly, 100% of the outstanding equity interests in the remaining Debtors. The REIT owns (i) 0.1% of the equity interests in CoolSprings Crossing Limited Partnership and (ii) less than 0.05% of the equity interests in Henderson Square Limited Partnership; the Operating Partnership owns 65% of the indirect equity interests in the above-captioned debtor in possession.

Exhibit A

Organizational Chart

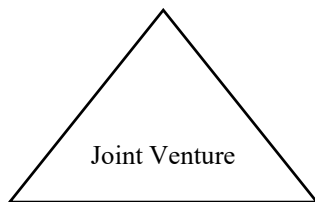
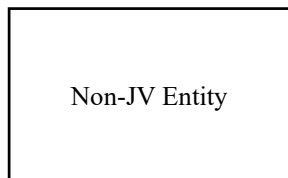
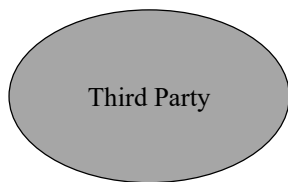
ColorsItems

Non-member Manager -->

Equity Ownership -->

Property Name

Note

Debtor **D**ShapesAbbreviations

CM—Chief Manager

GP—General Partner

MGP—Managing General Partner

MM—Managing Member

Credit FacilityGrantor **G**Issuer **I**Pledged Subsidiary **S**Pledgor **P**Ownership

CBL & Associates Limited Partnership →

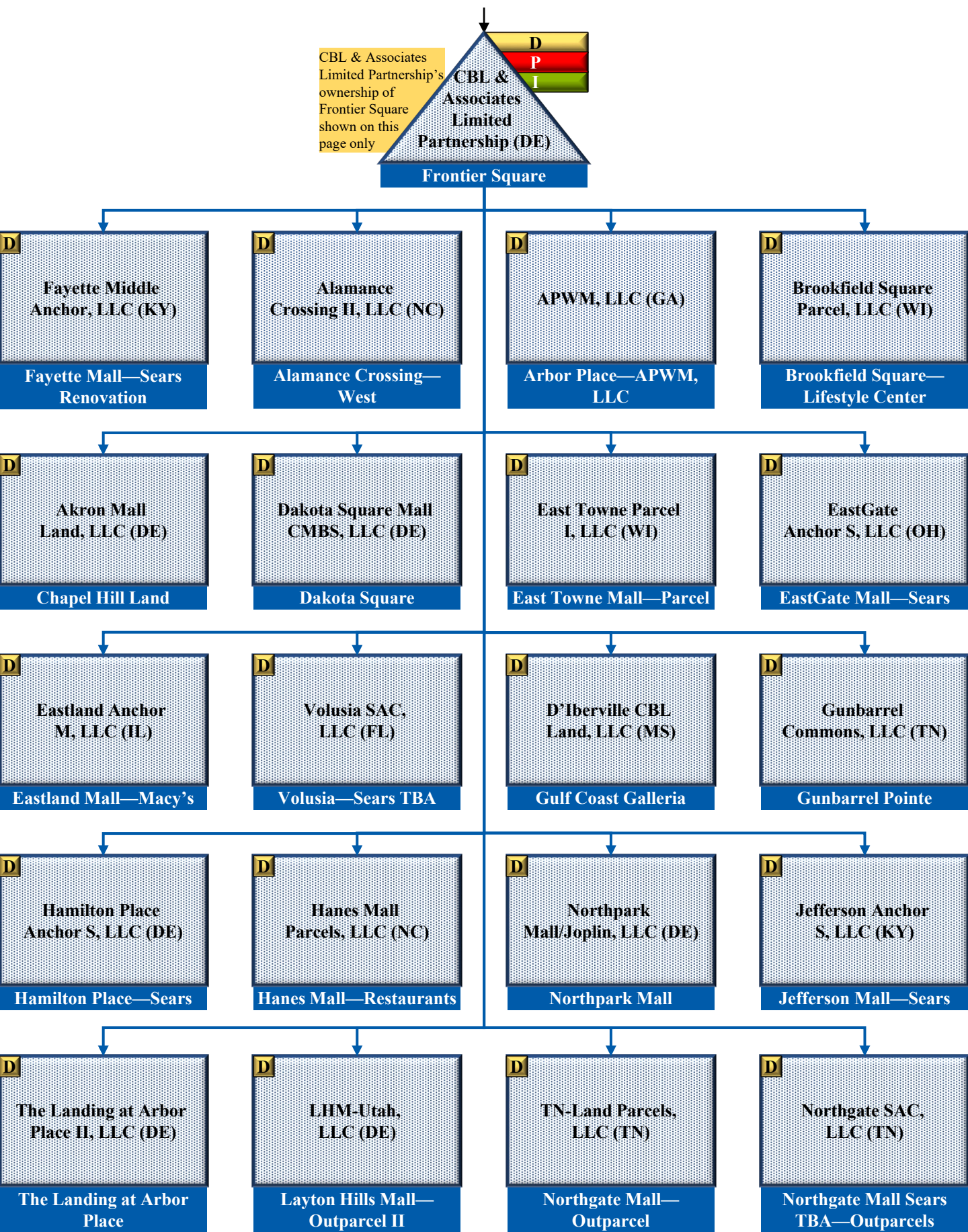
CBL & Associates Management, Inc. →

Mortgage Holdings, LLC →

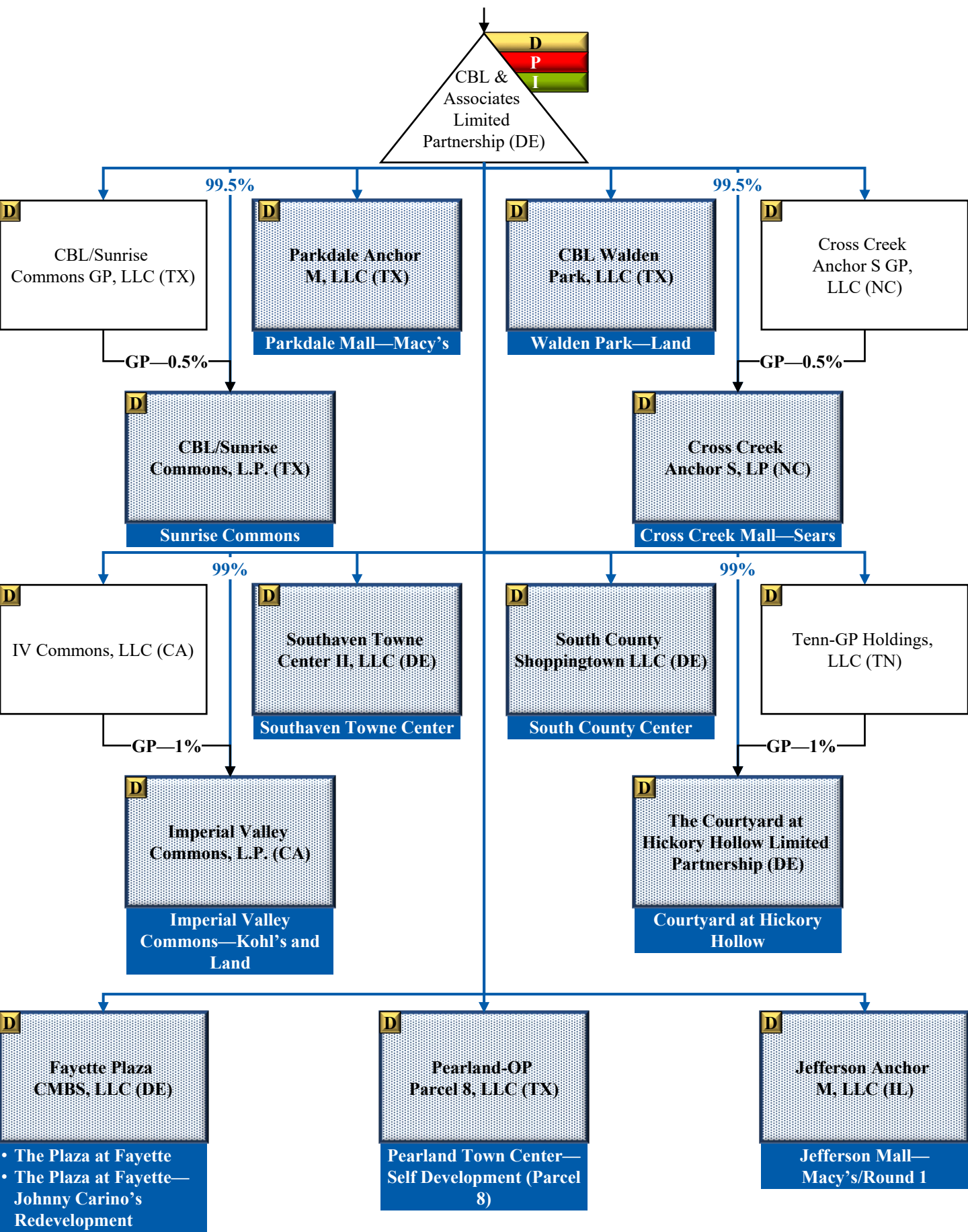
BondsGuarantor **U**Issuer **I**Limited Guarantor **L**General Notes

1. Ownership assumed to be 100% unless otherwise noted.
2. Unless entity has only one member, ownership is assumed to be non-controlling unless otherwise noted.
3. CBL & Associates Management, Inc. owns various unencumbered parcels that have not been noted on this chart.
4. These charts exclude certain inactive subsidiaries of CBL & Associates Properties, Inc. that do not currently own assets or engage in business activity.

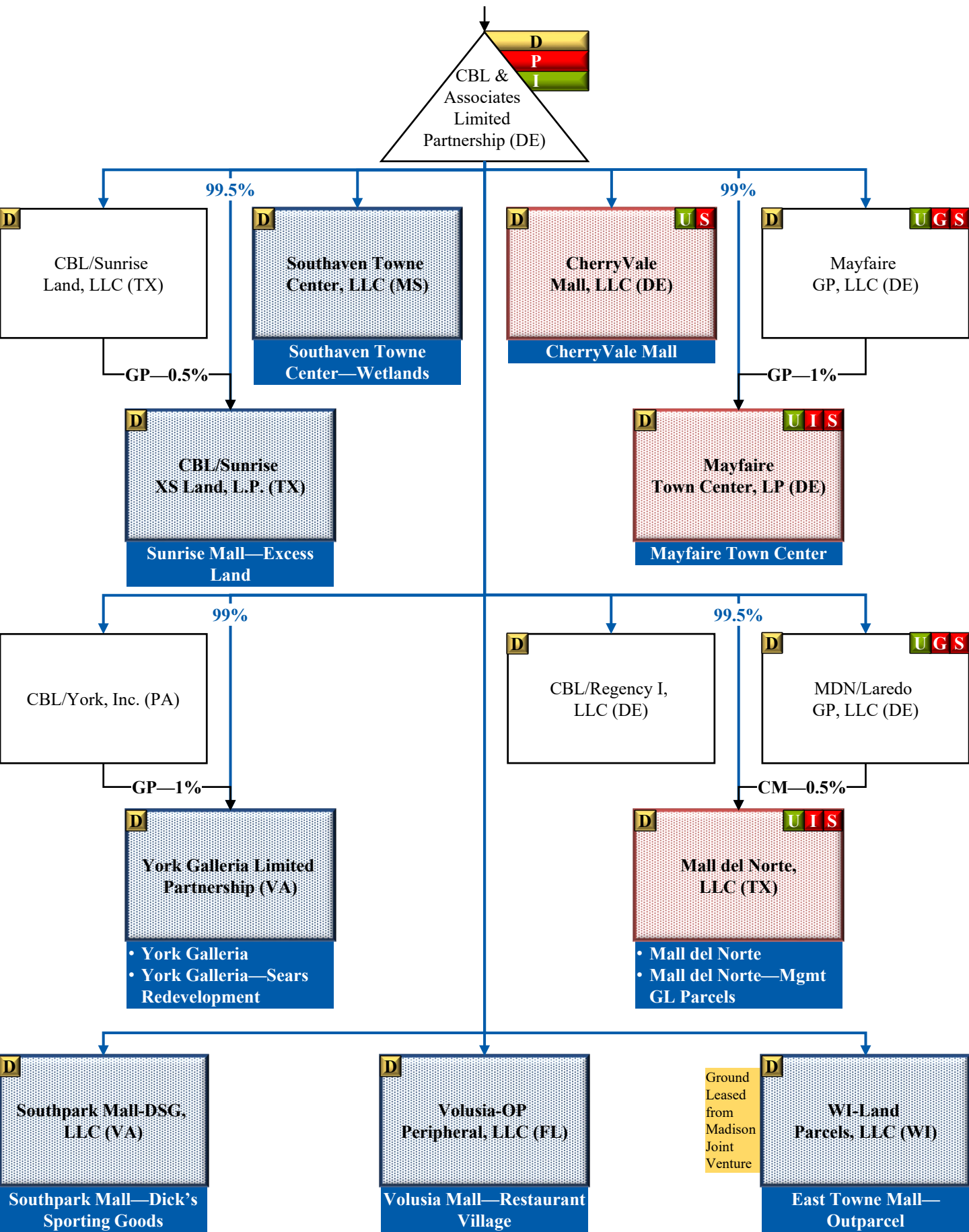
SUBSIDIARIES



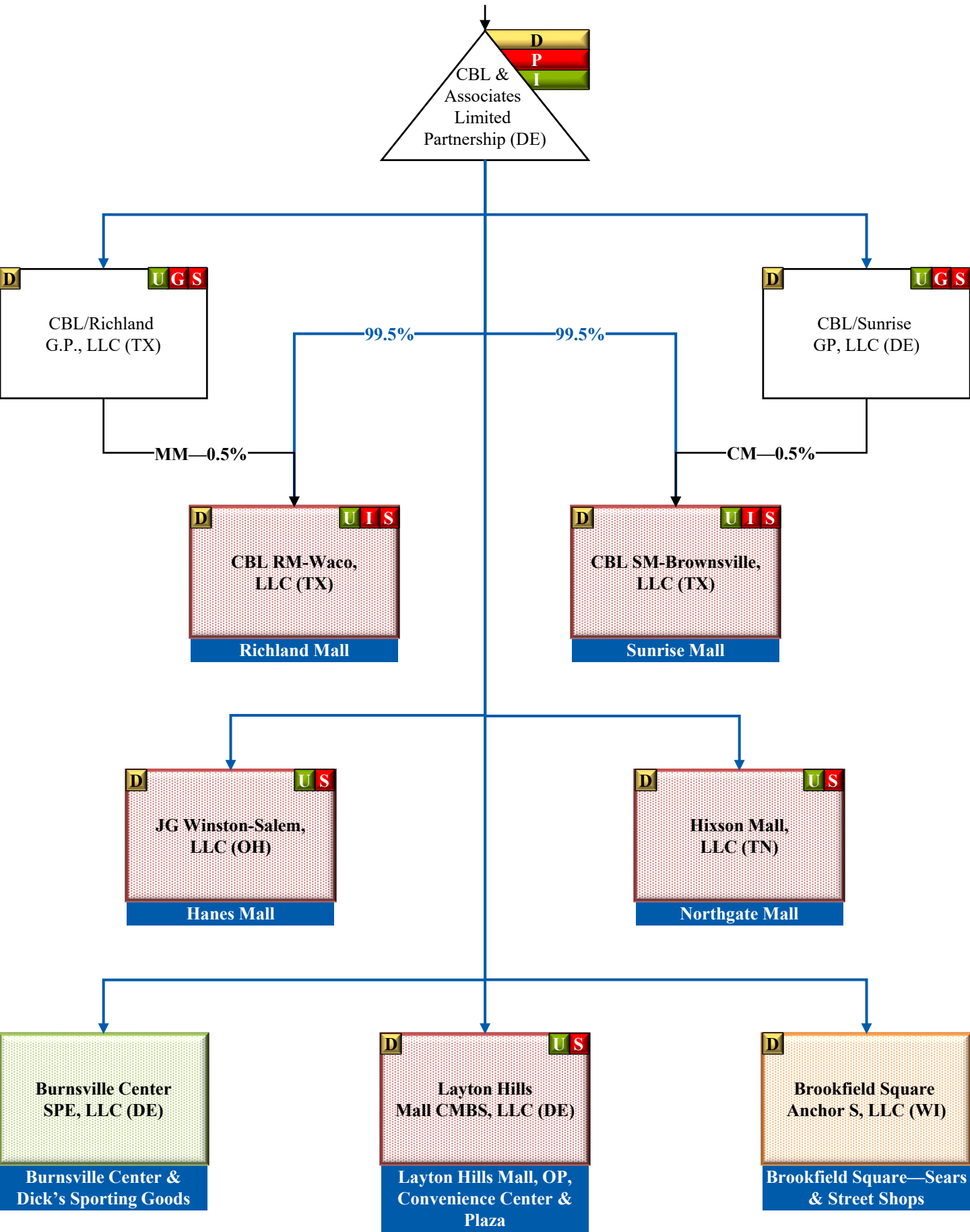
SUBSIDIARIES



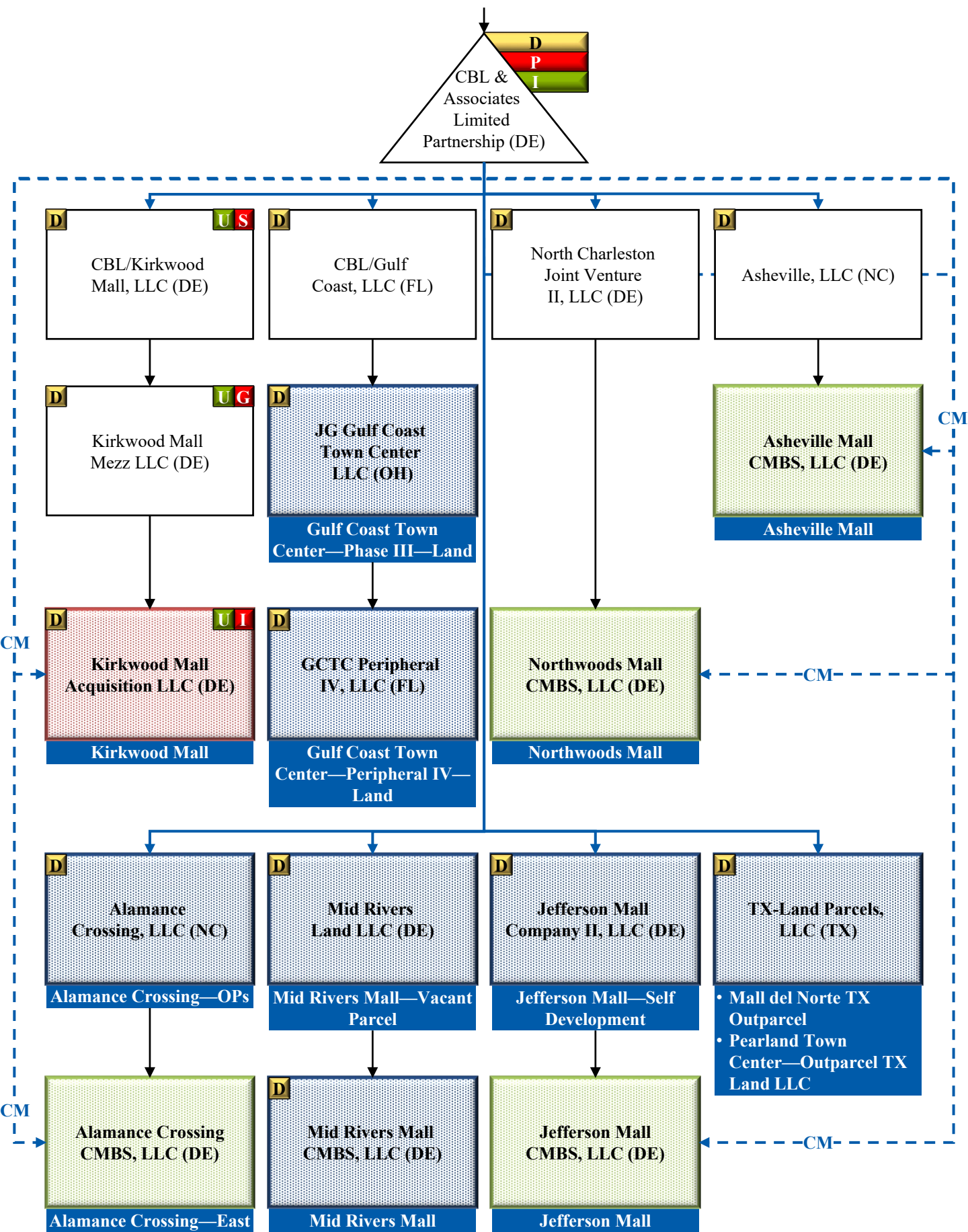
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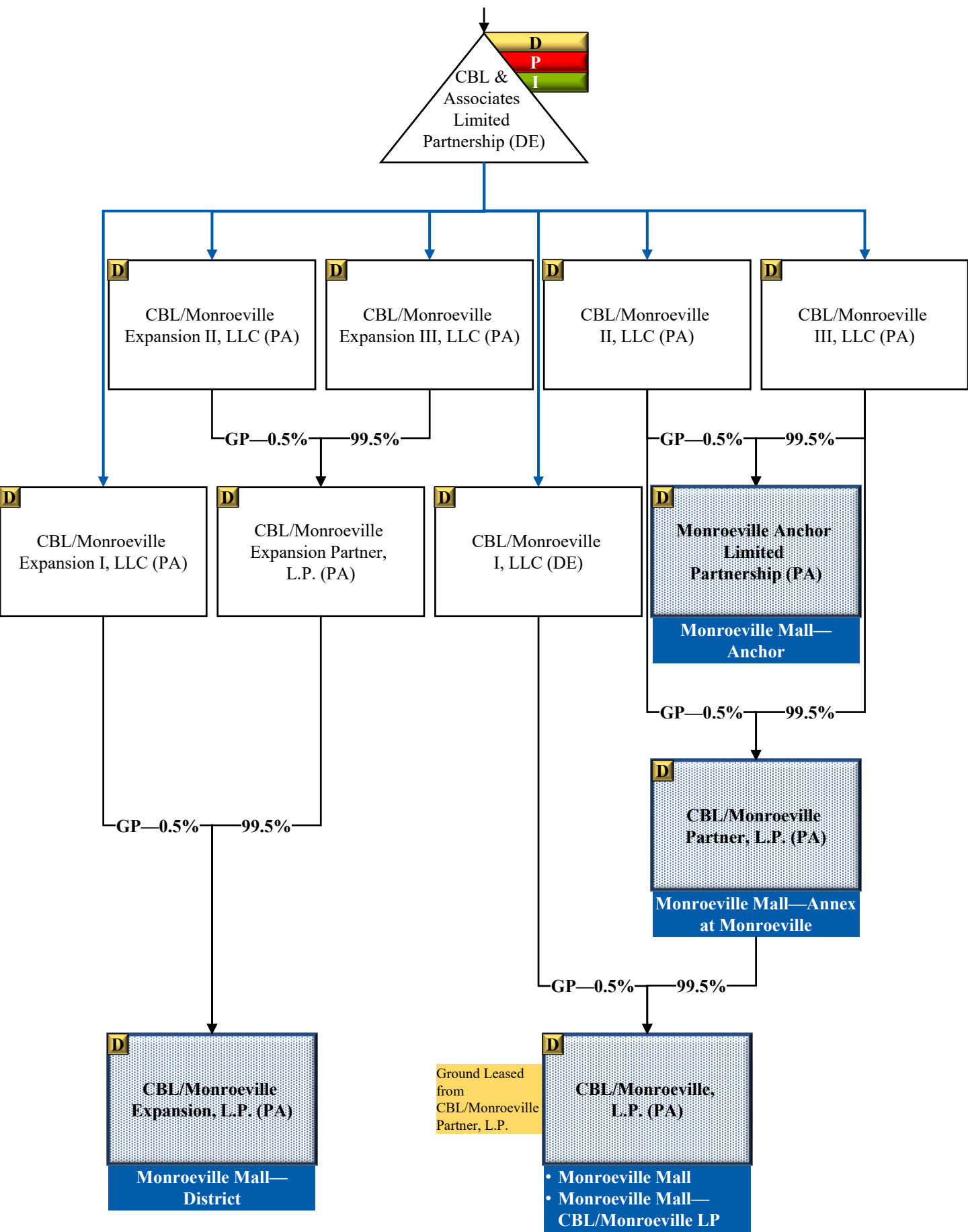
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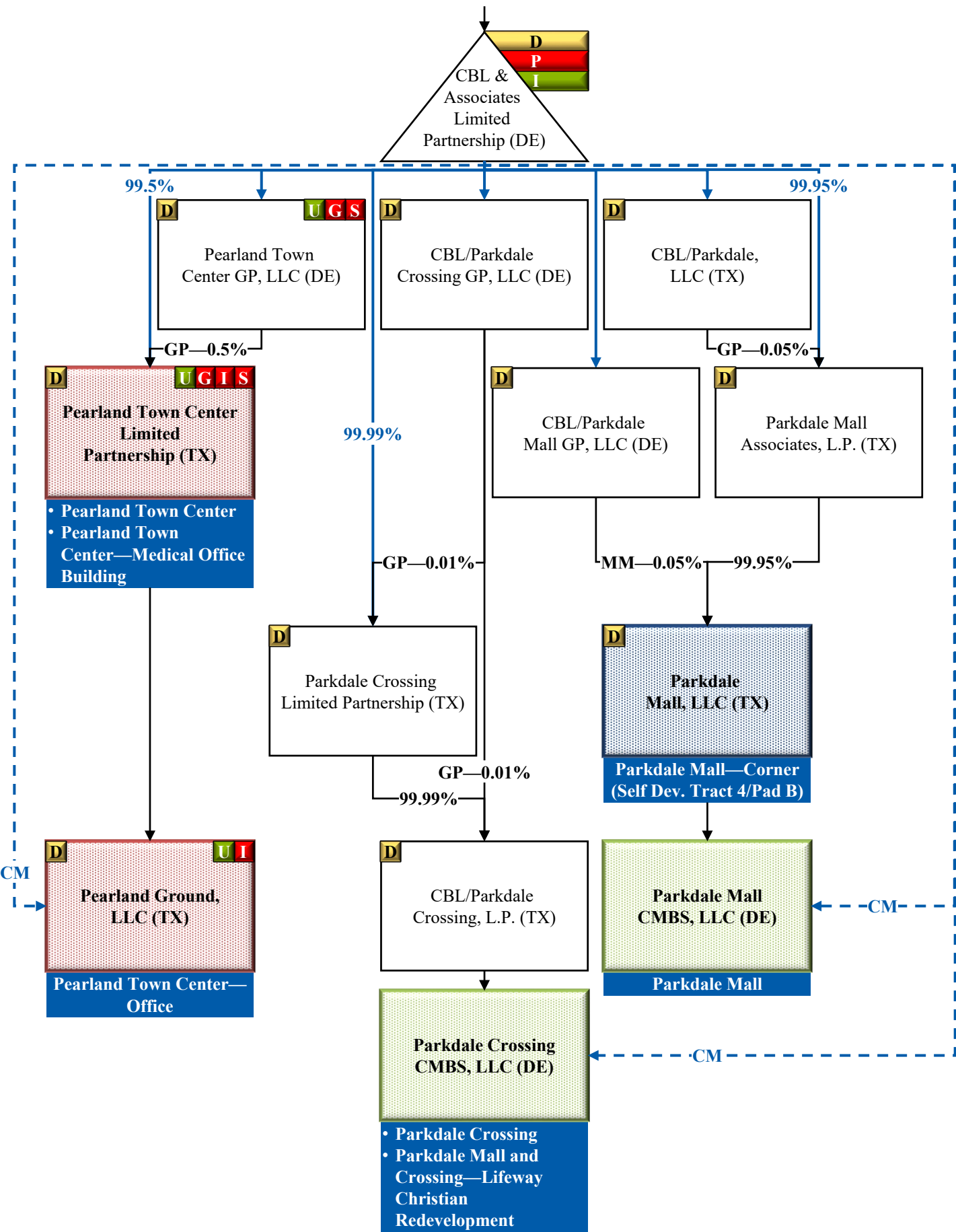


CBL & ASSOCIATES LIMITED PARTNERSHIP

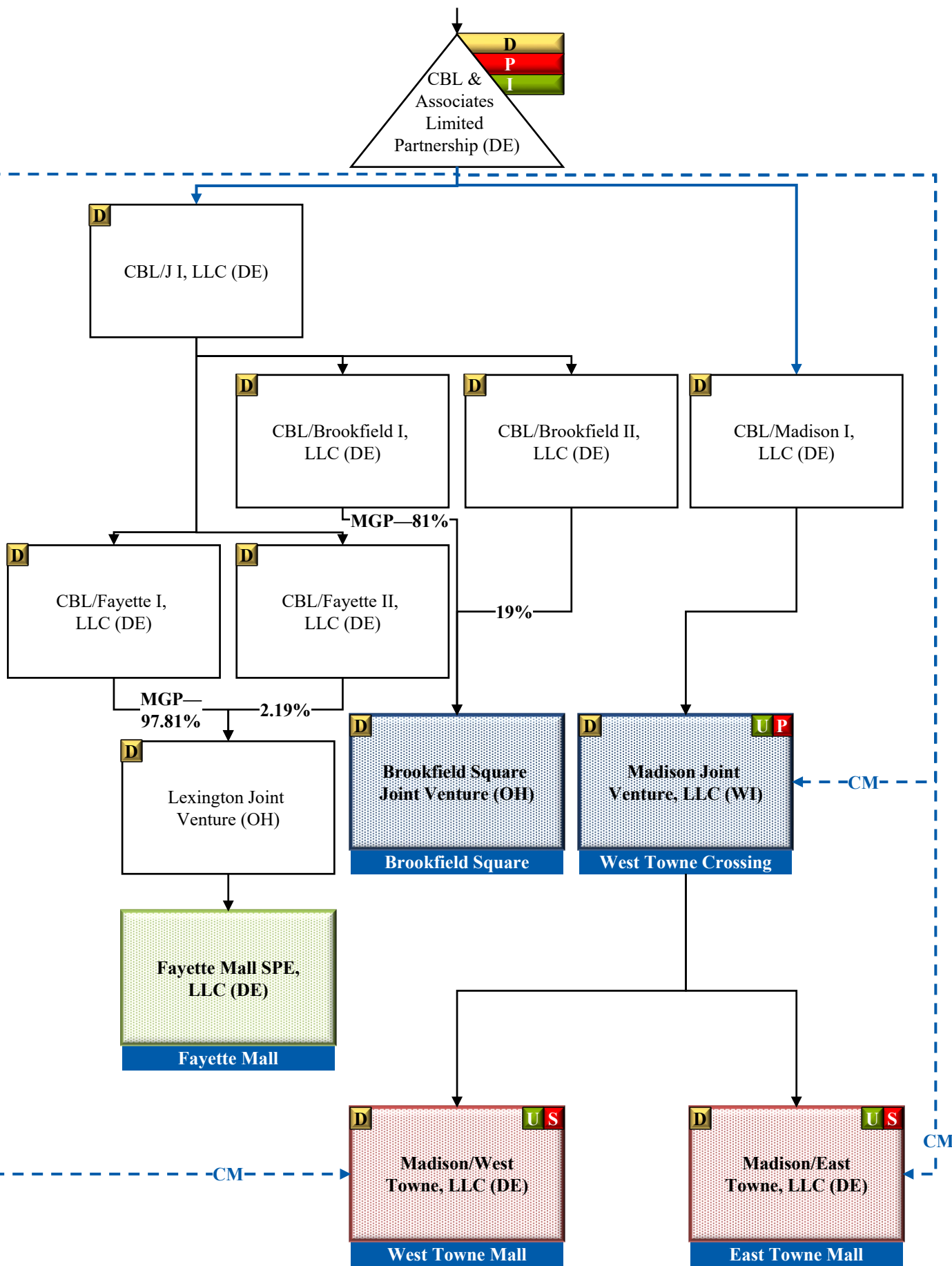
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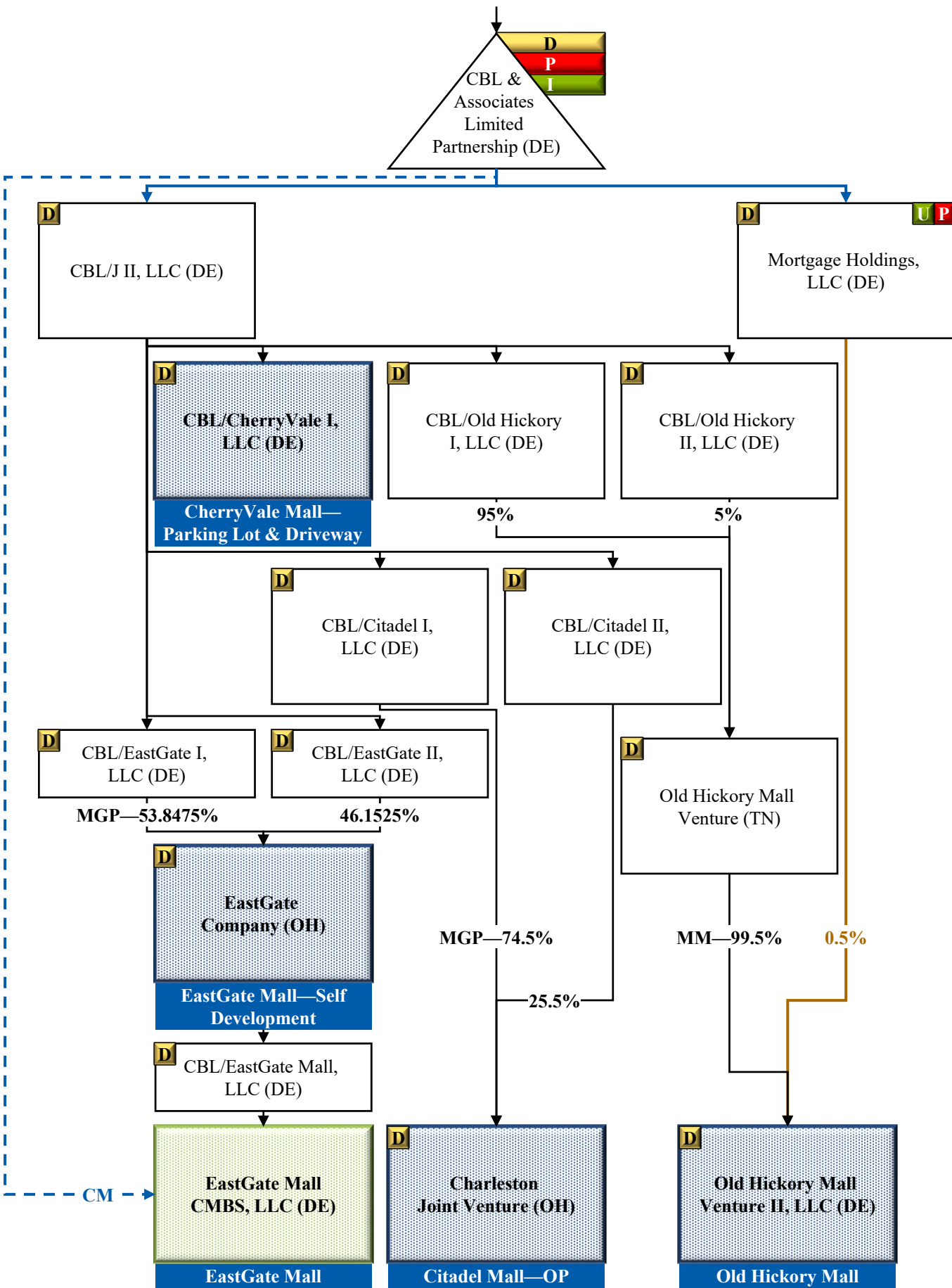
SUBSIDIARIES



MADISON JOINT VENTURE, LLC & CBL/J I, LLC SUBSIDIARIES

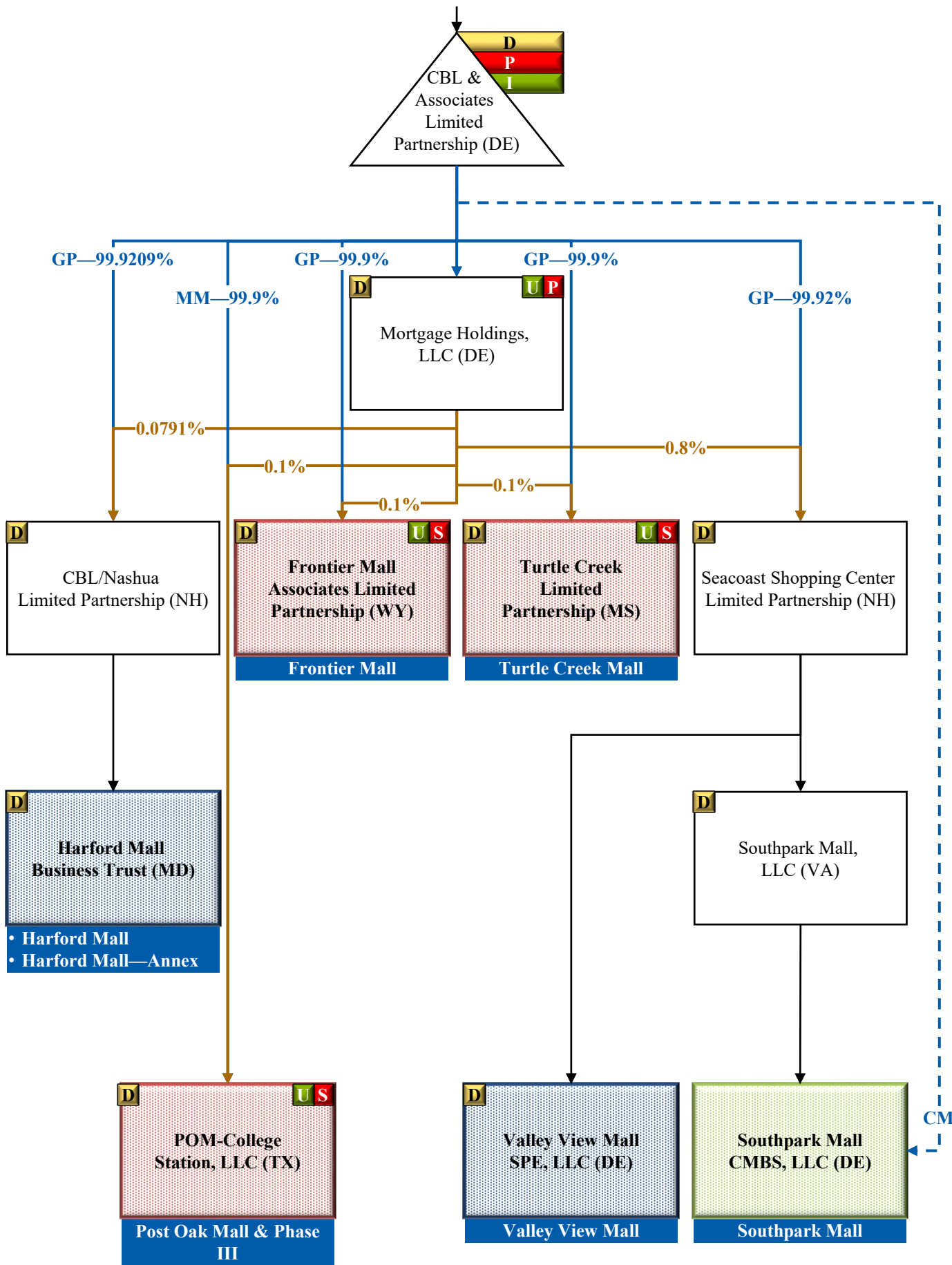


SUBSIDIARIES



MORTGAGE HOLDINGS, LLC

SUBSIDIARIES

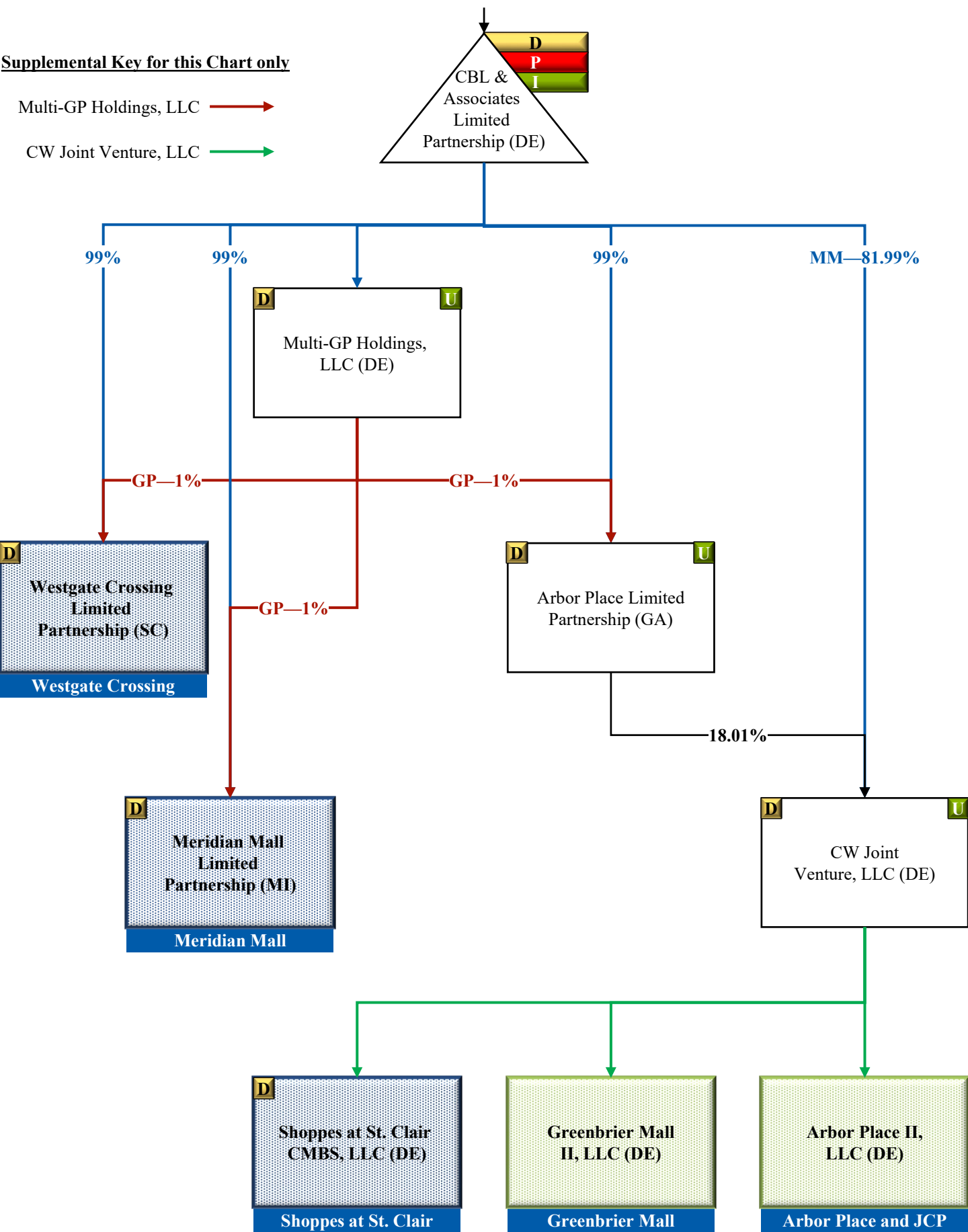


MULTI-GP HOLDINGS, LLC SUBSIDIARIES

Supplemental Key for this Chart only

Multi-GP Holdings, LLC →

CW Joint Venture, LLC →

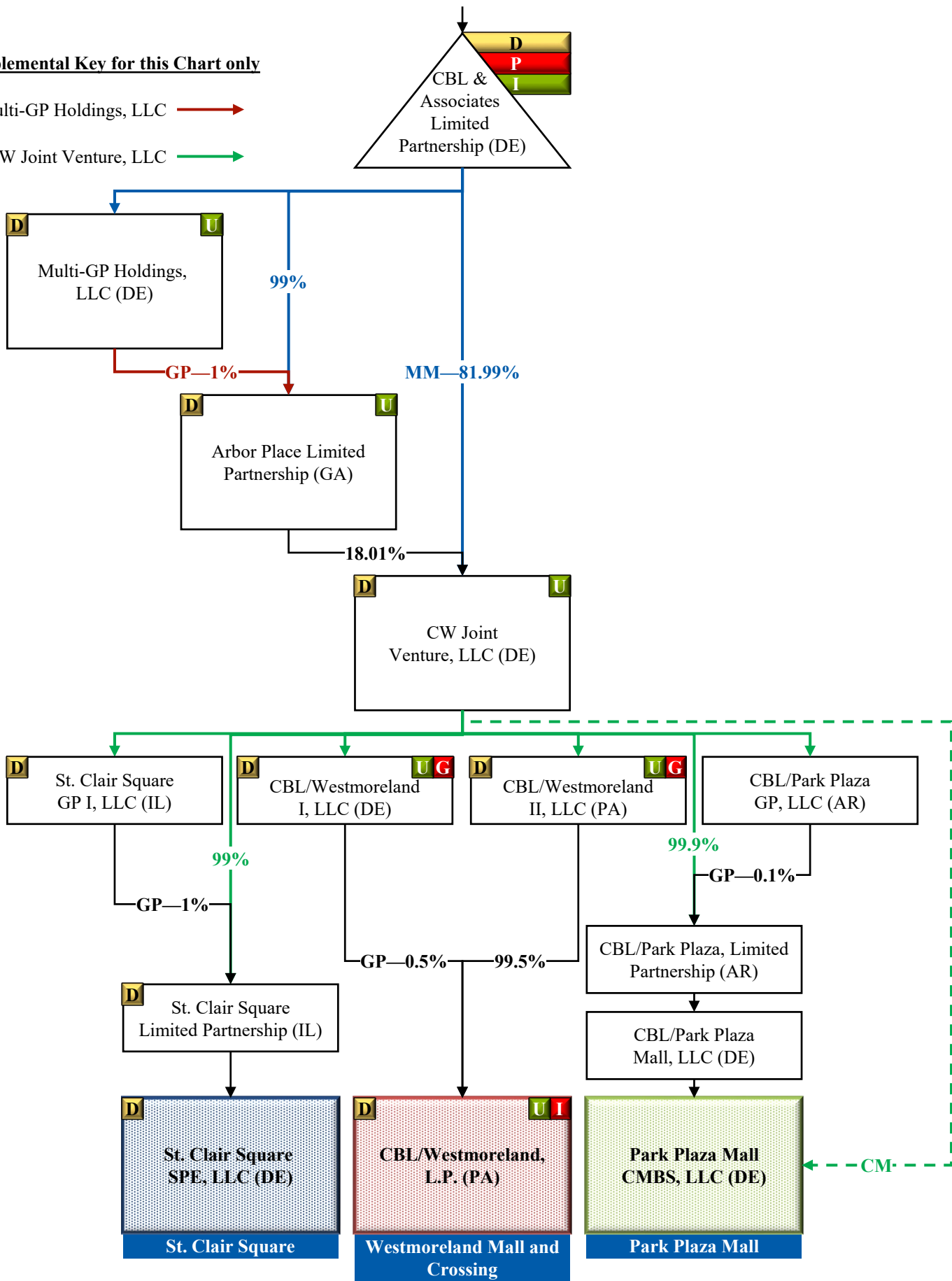


MULTI-GP HOLDINGS, LLC SUBSIDIARIES

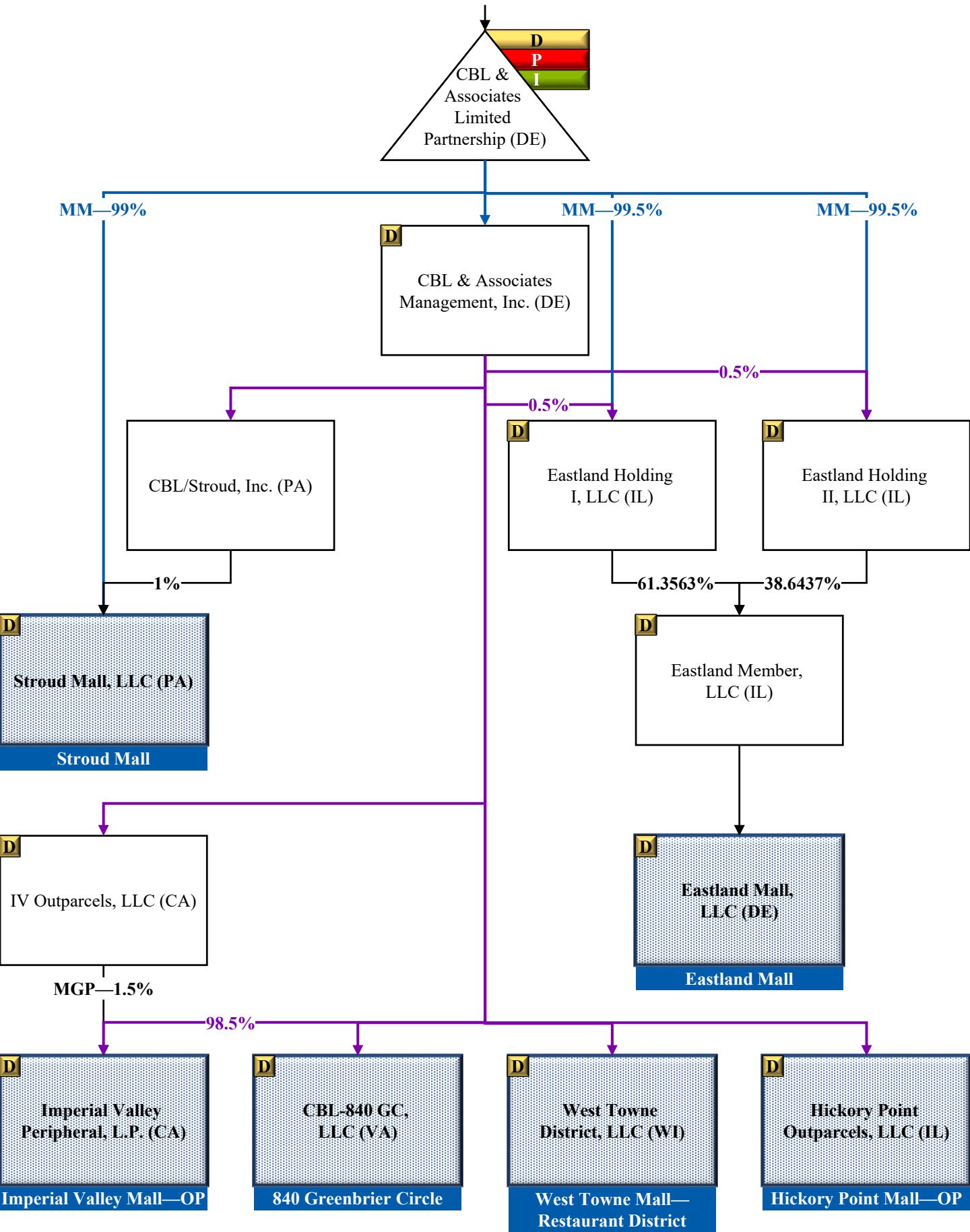
Supplemental Key for this Chart only

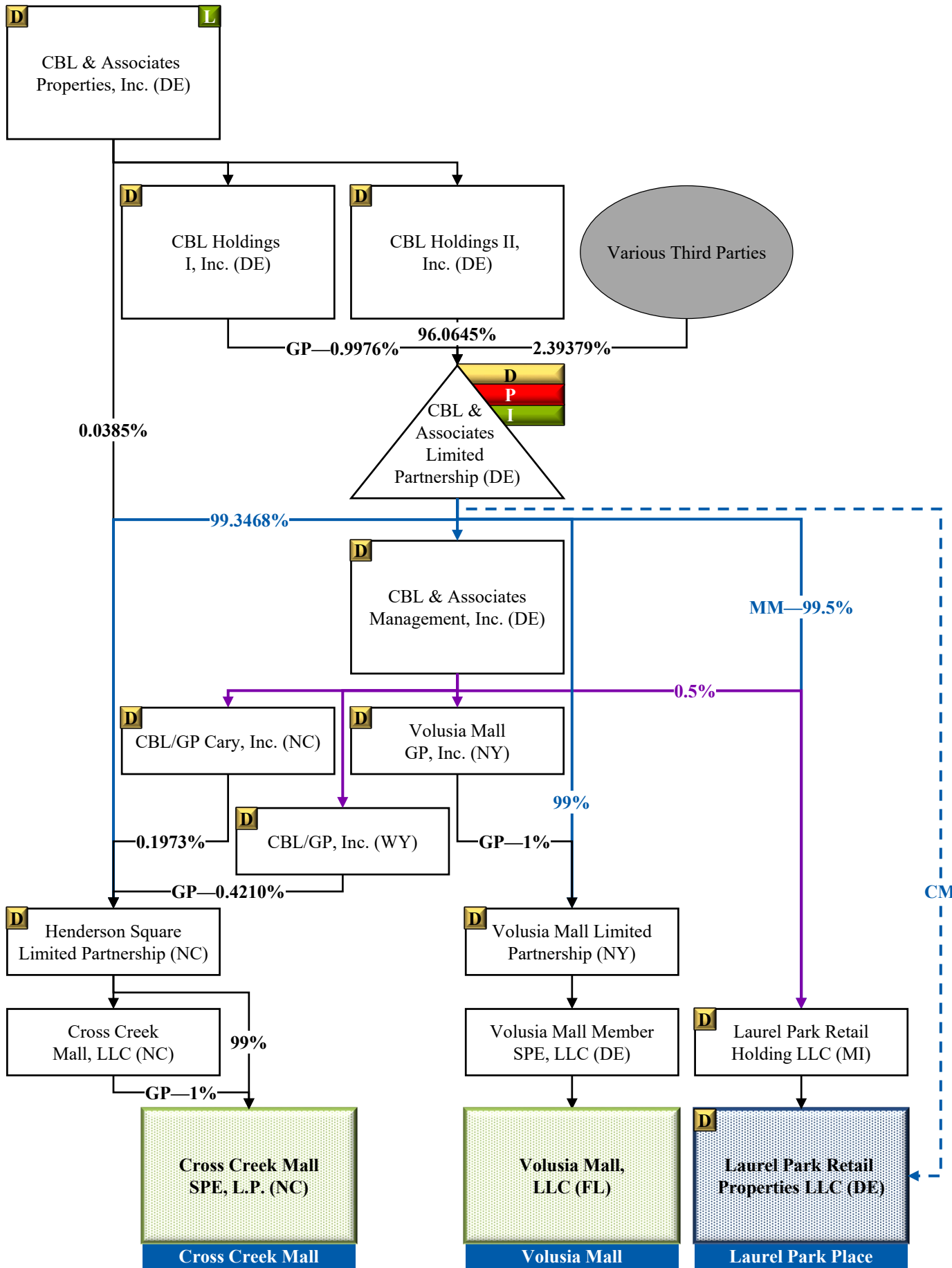
Multi-GP Holdings, LLC →

CW Joint Venture, LLC →

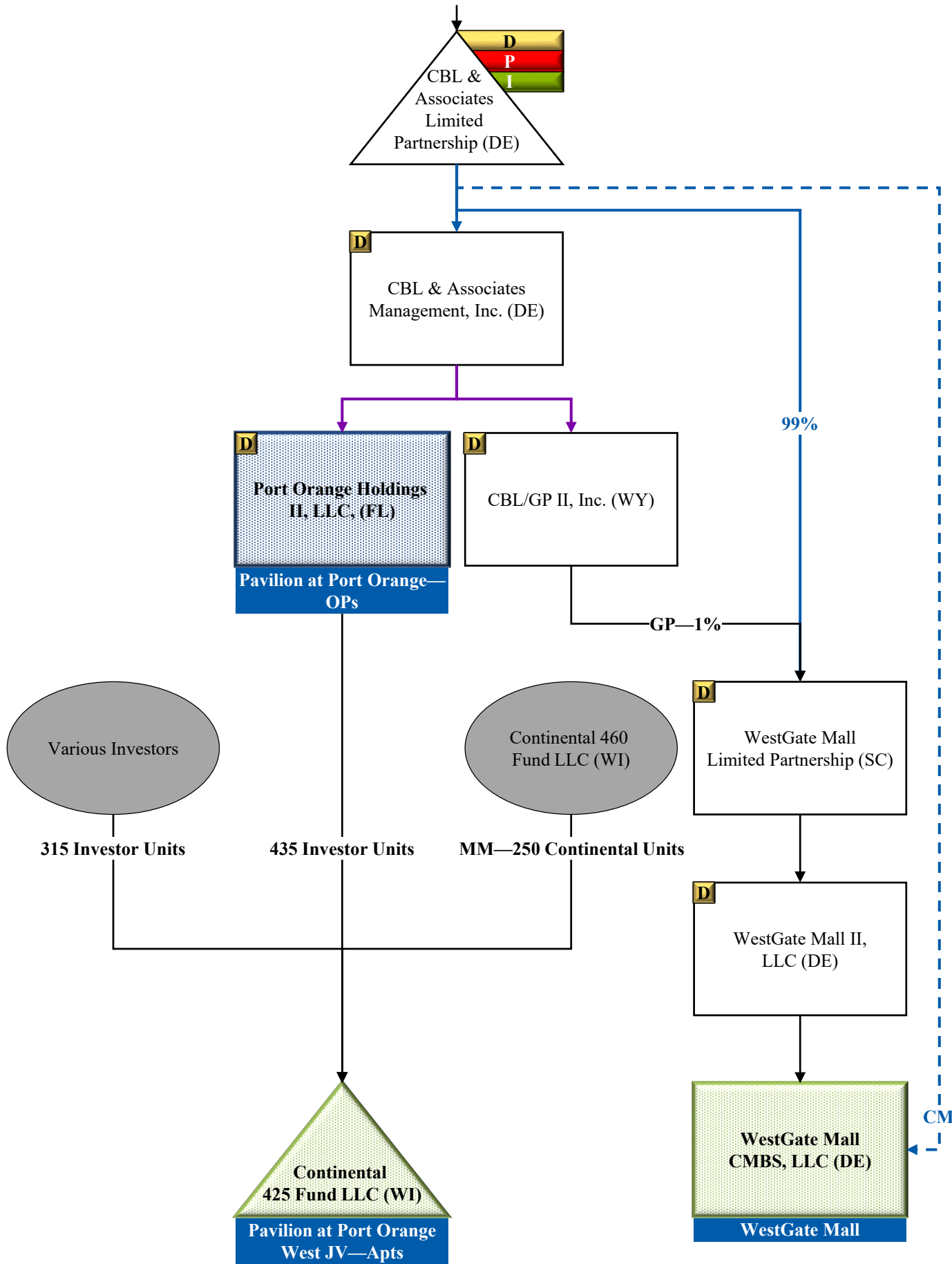


SUBSIDIARIES

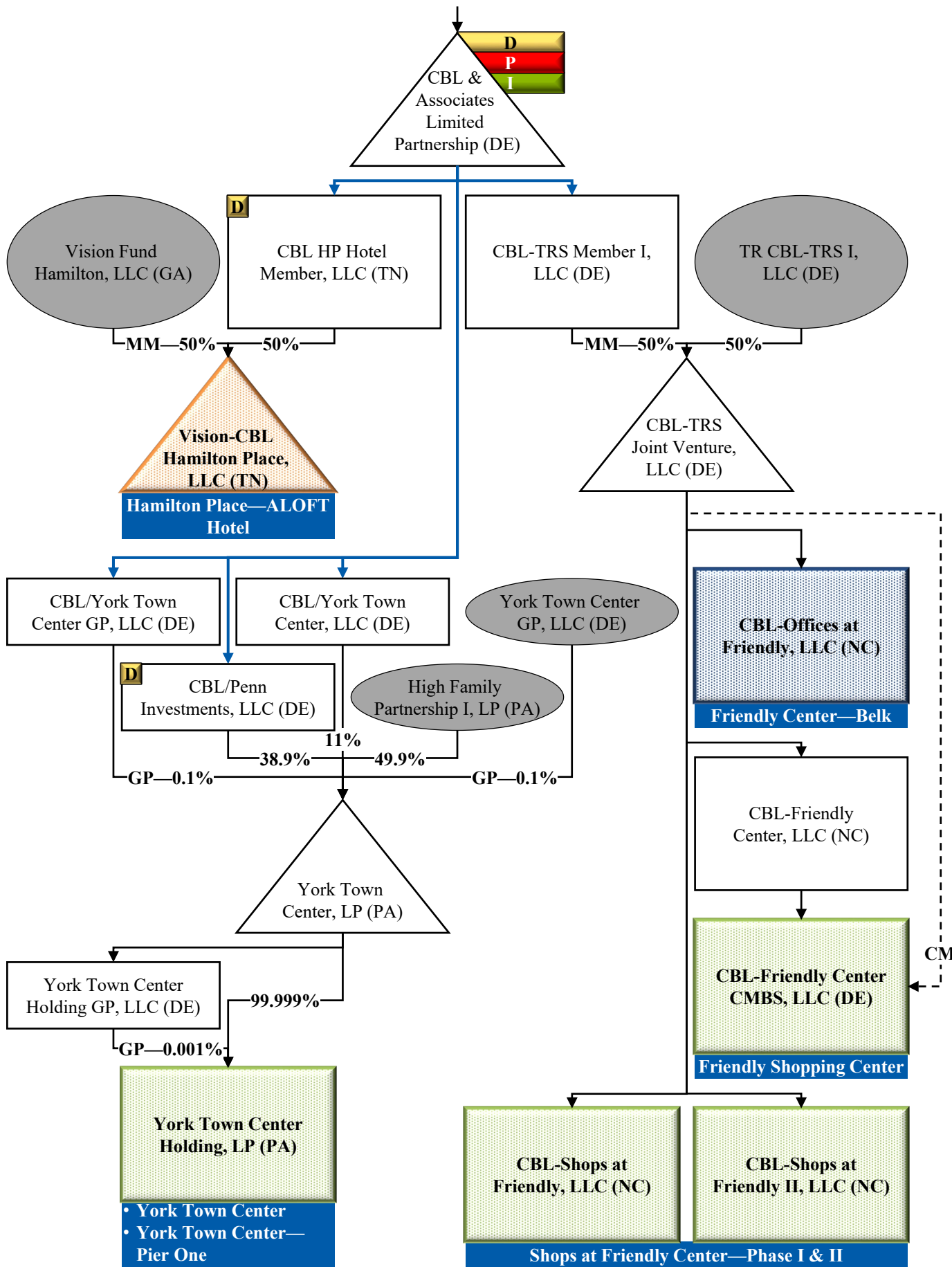




SUBSIDIARIES



3rd PARTY



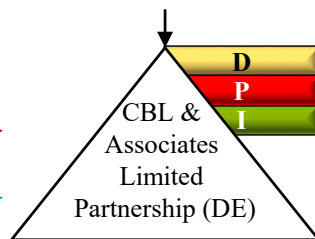
CBL & ASSOCIATES LIMITED PARTNERSHIP

3rd PARTY

Supplemental Key for this Chart only

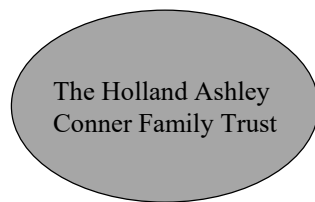
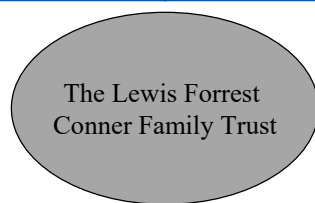
The Lewis Forrest Conner Family Trust →

The Holland Ashley Conner Family Trust →



GP—91% & LP—1%

GP—89.9% & LP—0.1%

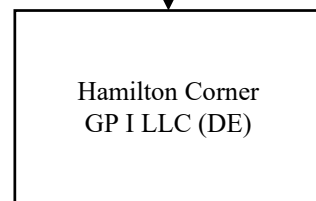
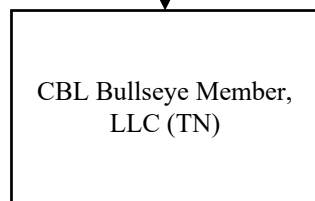
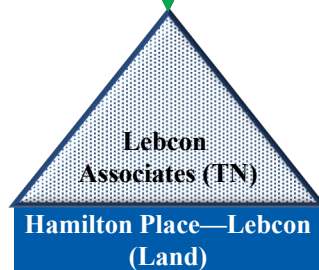
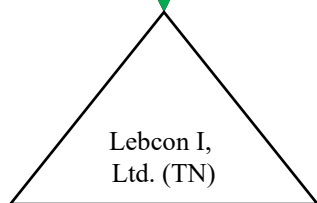


4%

5%

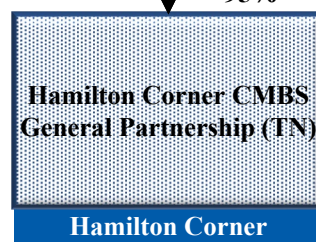
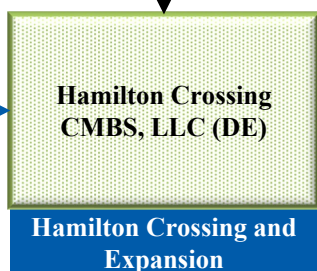
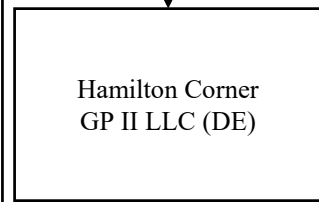
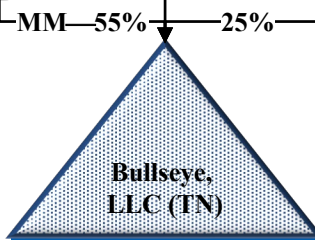
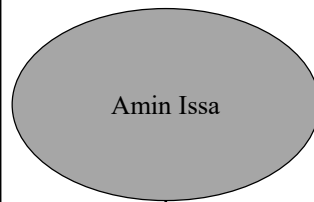
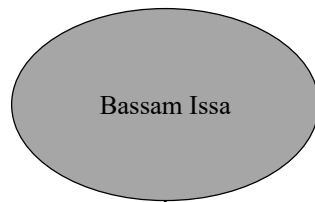
4%

5%



20%

MGP—5%



MM—55%

25%

95%

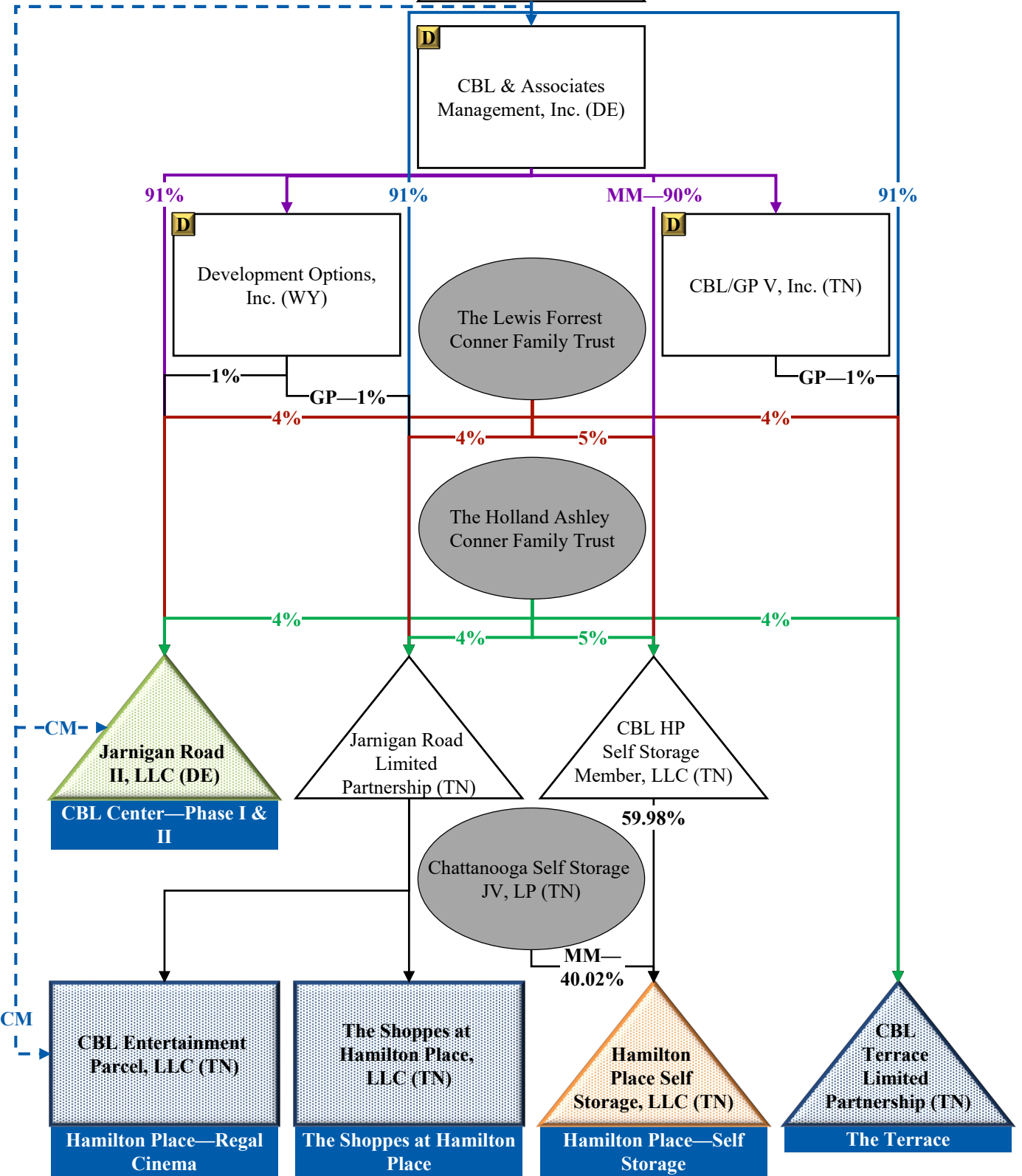
CM

CM

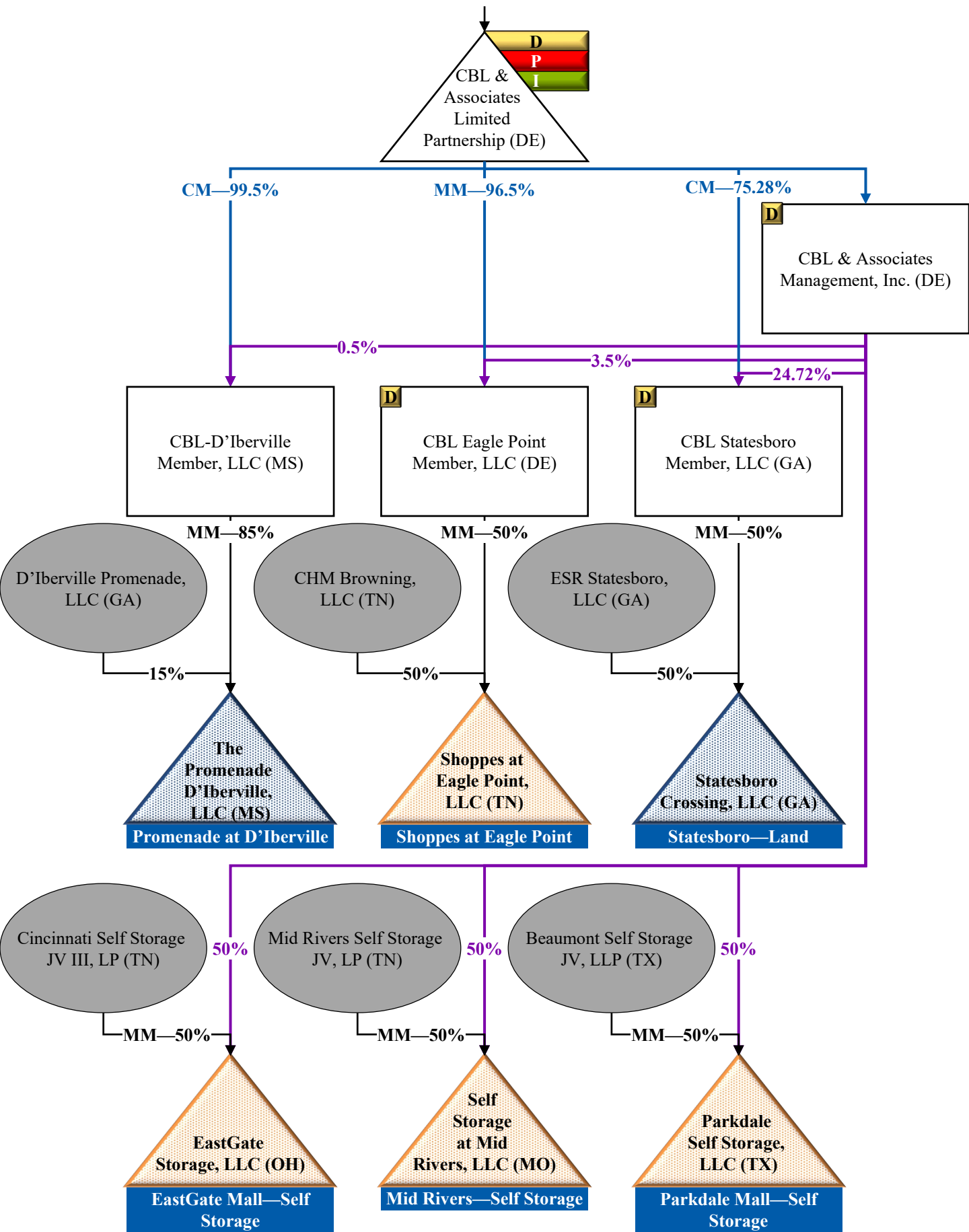
Supplemental Key for this Chart only

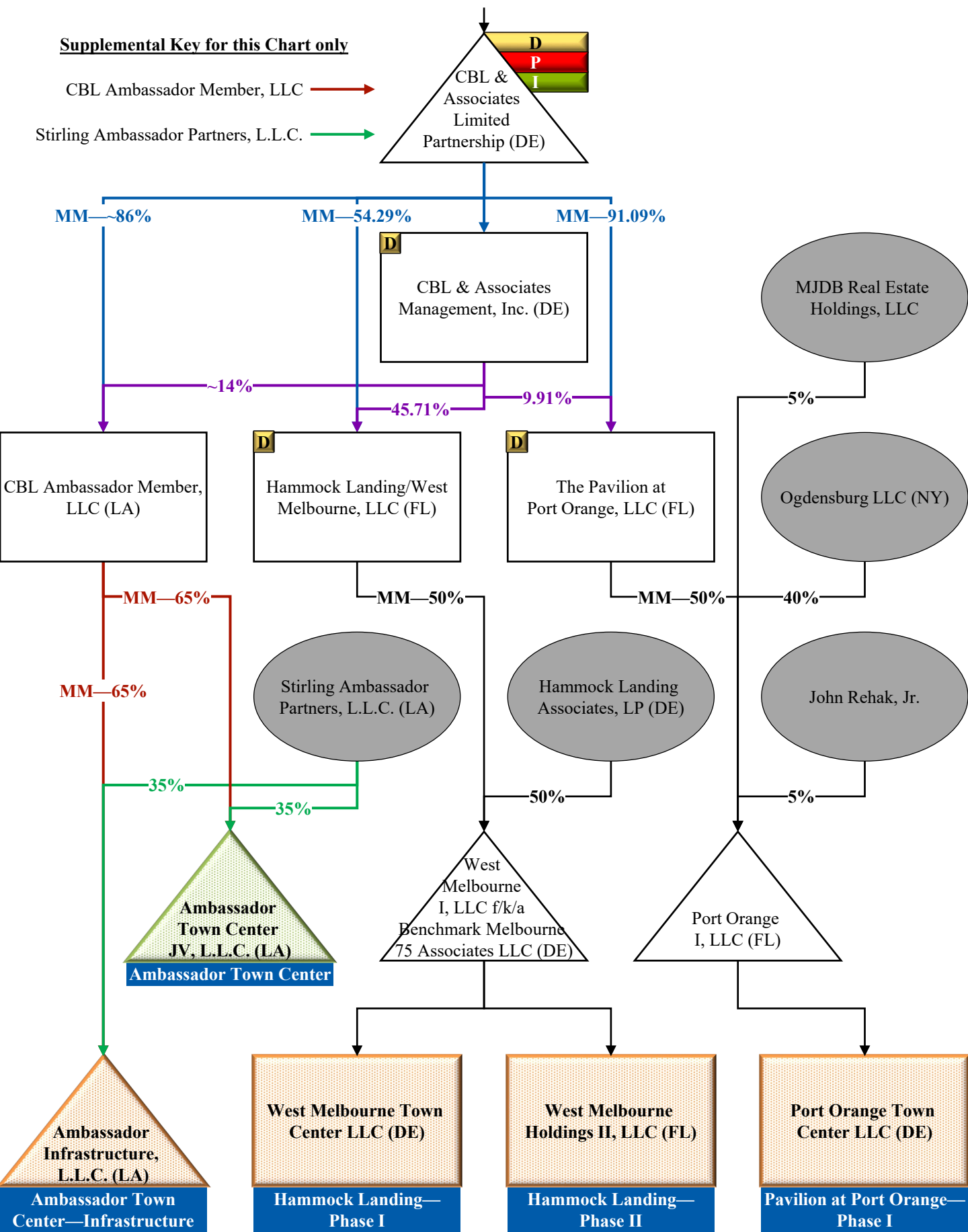
The Lewis Forrest Conner Family Trust →

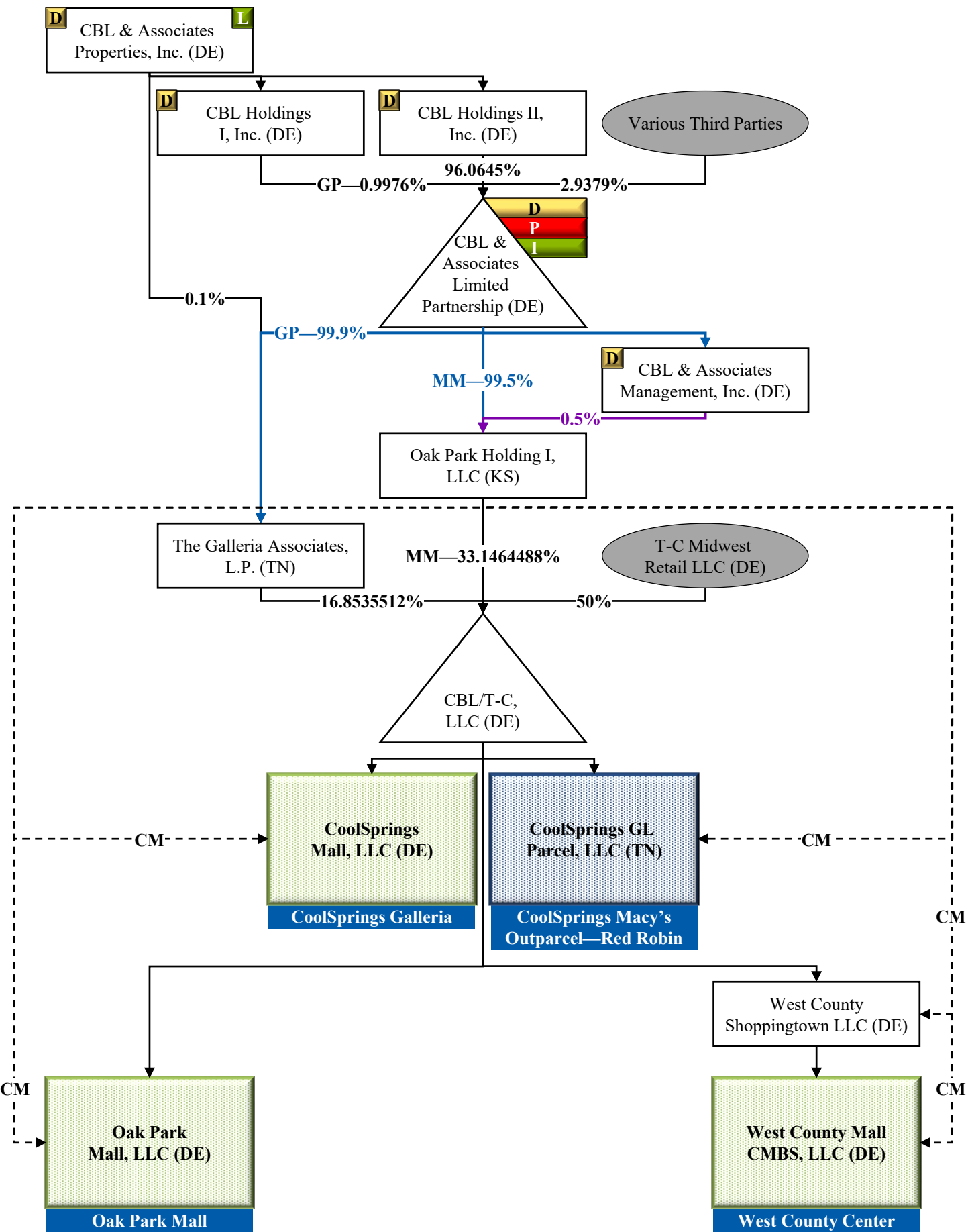
The Holland Ashley Conner Family Trust →



3rd PARTY





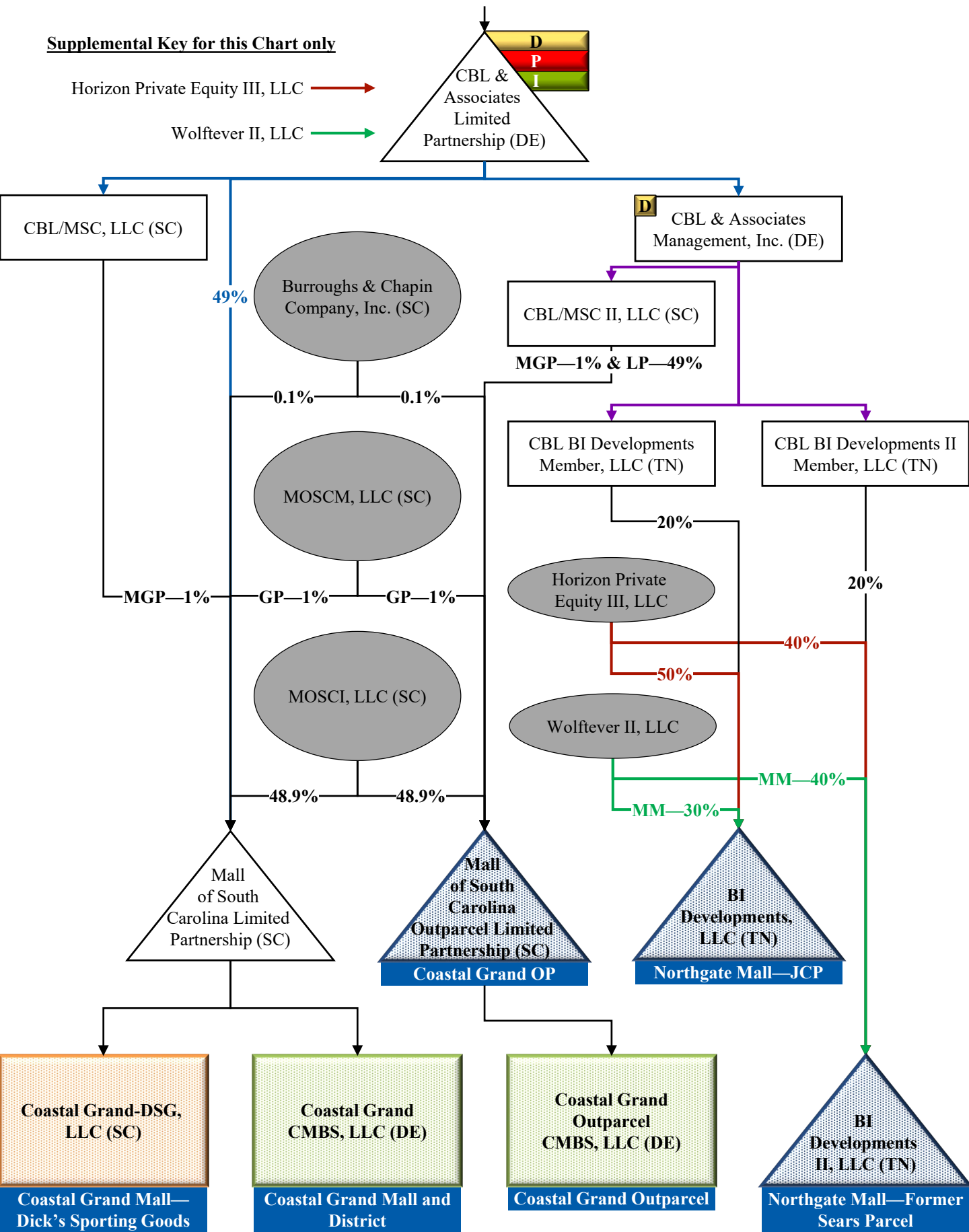


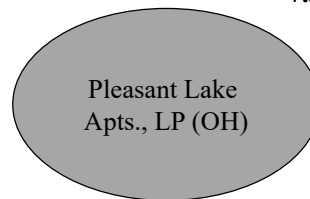
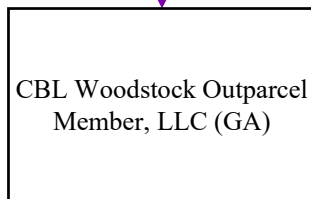
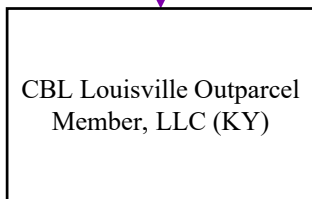
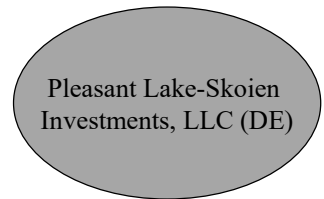
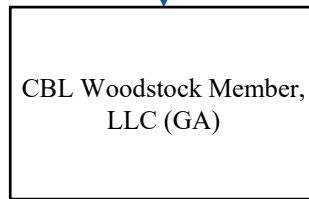
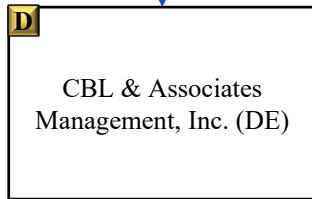
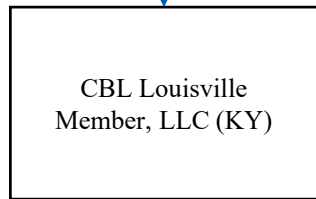
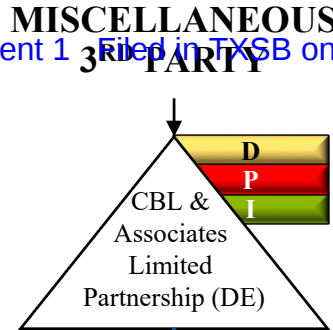
MISCELLANEOUS 3rd PARTY

Supplemental Key for this Chart only

Horizon Private Equity III, LLC →

Wolftever II, LLC →



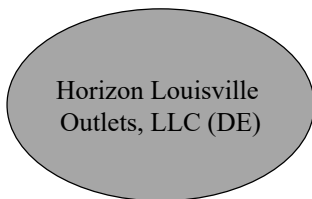


MM—65%

MM—65%

MM—50%

7.389%



MM—75%

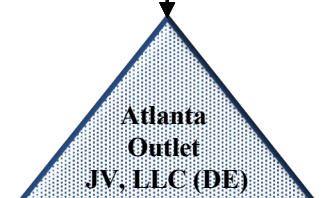
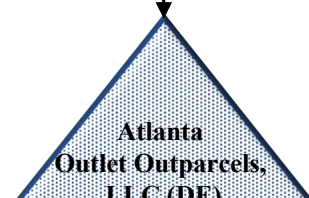
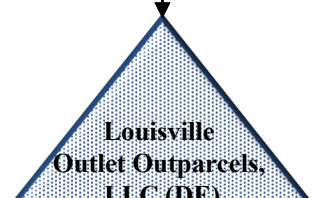
7.611%

35%

35%

25%

35%



- Outlet Shoppes of the Bluegrass—OP
- Outlet Shoppes of the Bluegrass—OP Tract 11

Outlet Shoppes of the
Bluegrass—OP Tract 8

Outlet Shoppes at
Atlanta—Outparcels

Outlet Shoppes at
Atlanta—Tract 1B



Outlet Shoppes of the
Bluegrass

Outlet Shoppes of the
Bluegrass—Phase II

Outlet Shoppes at
Atlanta—Parcel

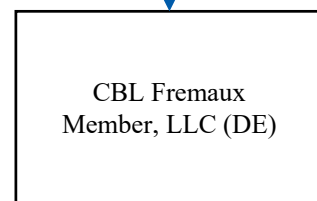
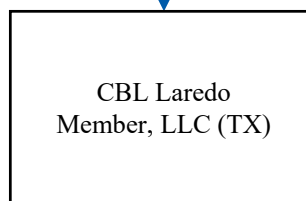
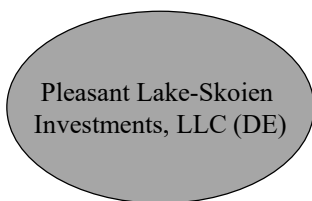
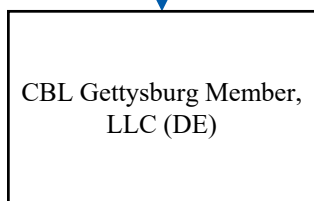
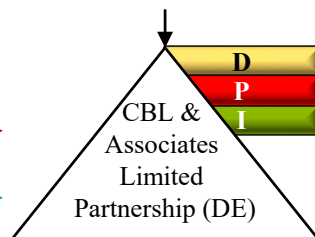
Outlet Shoppes at Atlanta

MISCELLANEOUS 3rd PARTY

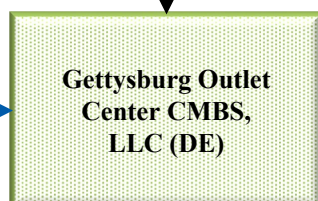
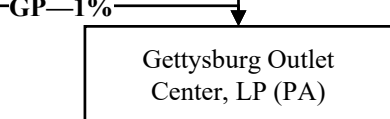
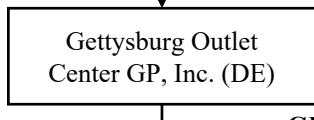
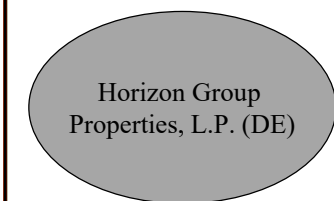
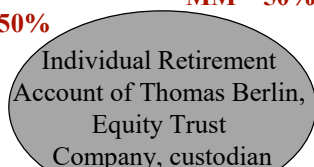
Supplemental Key for this Chart only

CBL Gettysburg Member, LLC →

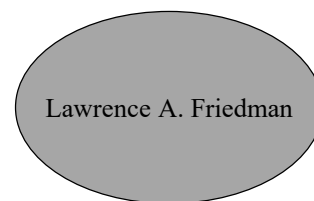
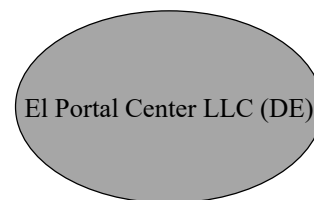
Pleasant Lake-Skoien Investments, LLC →



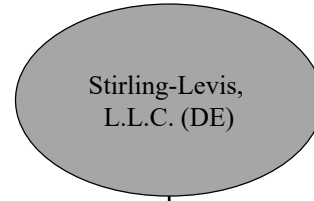
29.8426% — 29.8426%
MM—50% — MM—50%



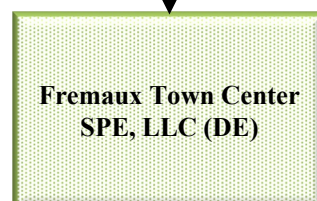
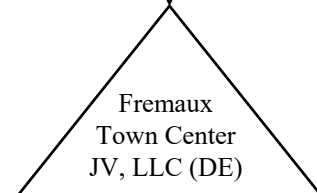
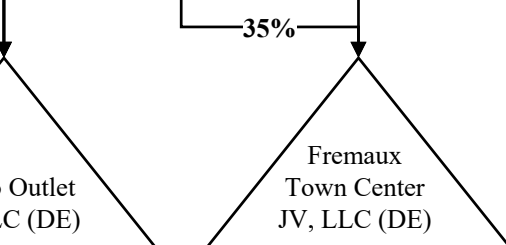
MM—65%



Class B
Member



MM—65%

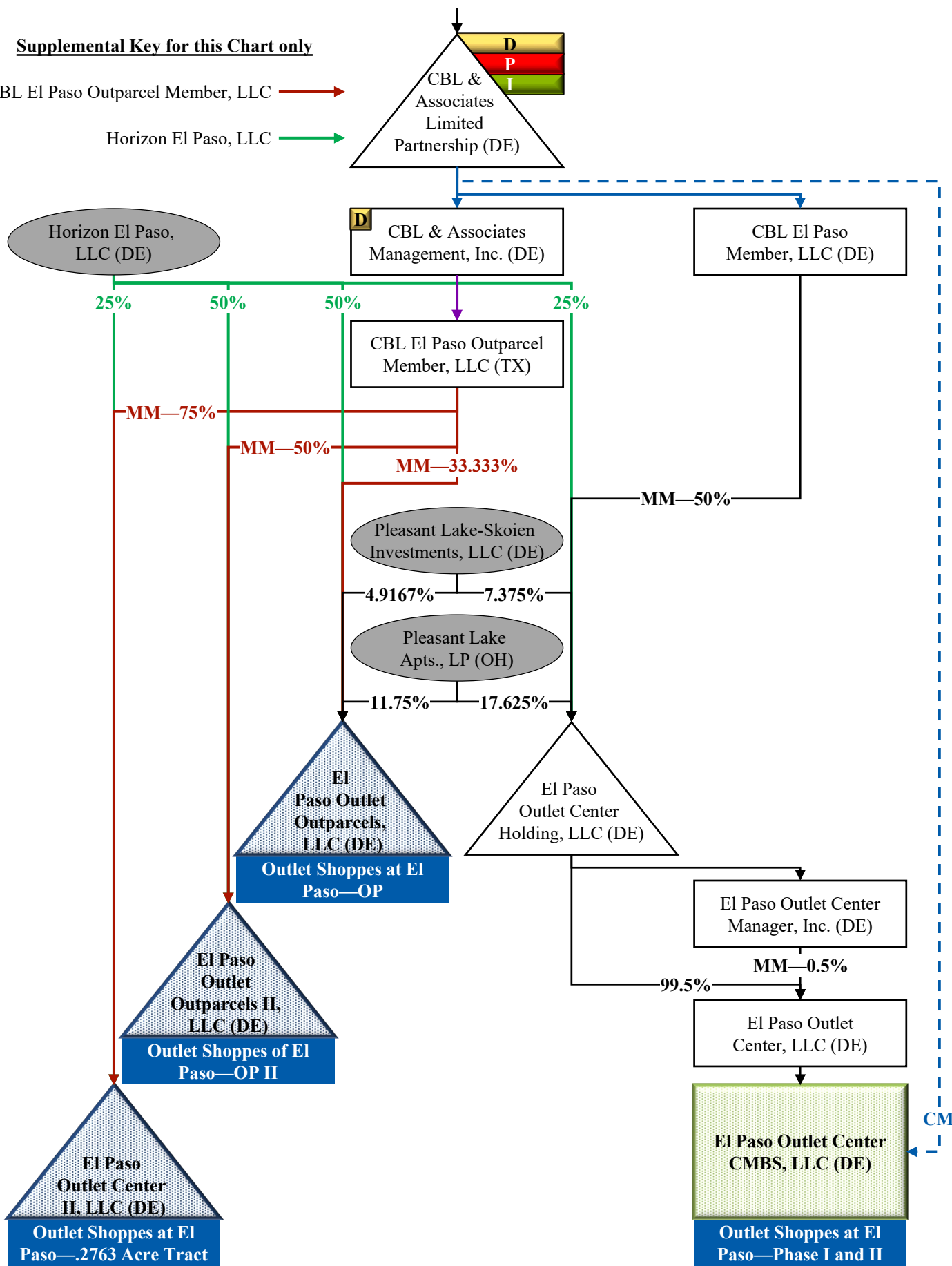


—CM—

Supplemental Key for this Chart only

CBL El Paso Outparcel Member, LLC →

Horizon El Paso, LLC →



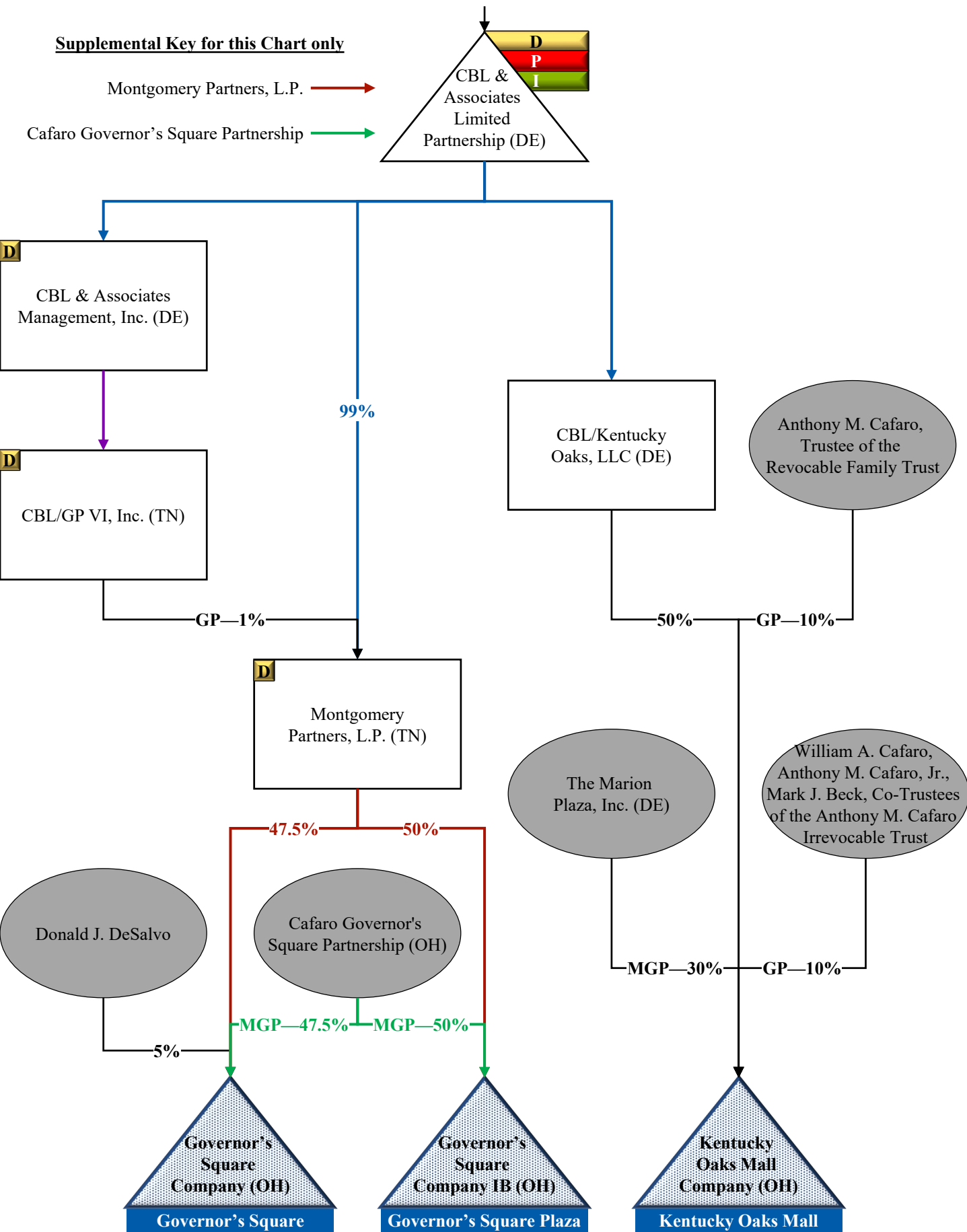
MISCELLANEOUS

3rd PARTY

Supplemental Key for this Chart only

Montgomery Partners, L.P. →

Cafaro Governor's Square Partnership →



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

BROOKFIELD SQUARE ANCHOR S, LLC,

Debtor.

§
§
§
§
§
§
§

Chapter 11

Case No. 21– _____ ()

LIST OF EQUITY HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(3)¹

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct ownership interest of the above-captioned debtor in possession.

Check applicable box:

- ☐ There are no equity security holders or corporations that directly or indirectly own 10% or more of any class of the debtor's equity interest.
- ☒ The following are the debtor's equity security holders (list holders of each class, showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder):

Name and Last Known Address of Equity Interest Holder	Kind/Class of Interest	Number of Interests Held
CBL & Associates Limited Partnership 2030 Hamilton Place Blvd. CBL Center, Suite 500 Chattanooga, TN 37421	Membership Interest	100%

¹ This list serves as the required disclosure by the Debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure.

Fill in this information to identify the case:Debtor name: Brookfield Square Anchor S, LLCUnited States Bankruptcy Court for the Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets–Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement and List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 18, 2021
MM / DD /YYYY

X/s/ Jeffery V. Curry

Signature of individual signing on behalf of debtor

Jeffery V. Curry

Printed name

Chief Legal Officer and Secretary

Position or relationship to debtor